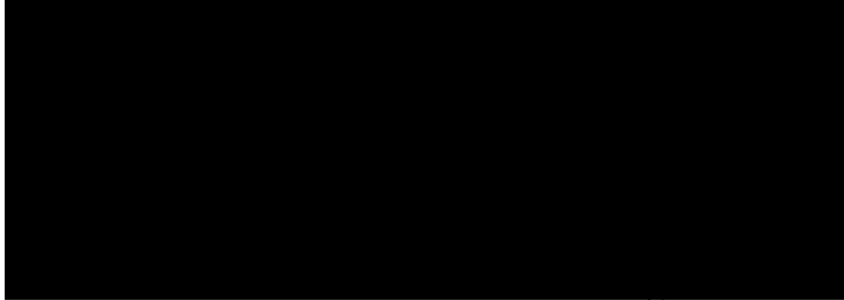


EXHIBIT B
PART 6 OF 10

**Budget Strategy and Development example
– Focal 2006**



Anything to add or correct?

8

Intel Confidential

8

781.22

76596DOC017031
Confidential - Attorneys' Eyes Only

Budget Approval

- Budget recommendations go through a multi stage review process:
 - C&B management
 - Patty Murray & Richard Taylor
 - Andy Bryant
 - MCM C&B Advisory Board
 - Paul Otellini
- Stakeholder input is considered
- Paul Otellini is the approver

Check with Claire

9

Intel Confidential

Budget proposals put into context given the various business objectives

PSO and CRB sees the summary of internal and external data, summarized market position information, and various budget proposals and spending alternatives

PSO and CRB do not approve/disapprove of specific TMA jobs; he sees the overall spending approach only

Budget Implementation

- Information loaded into Focal Tool
 - Merit Matrix
 - Merit, Promo, Adjustment, and Stock budgets
 - Salary Ranges
 - Guidelines
 - Stock, EB
- Key messages for focal
- Focal process begins

10

Intel Confidential

Focal Budget components

Merit

- The main budget element that matches projected market movement of pay
- Derived from an assessment of projected labor cost movement for each country and our budget strategy
 - Example – if you want to close the gap for everyone equally, have larger than market merit budget
- Not based on Intel's profitability or the cost of living

11

Intel Confidential

**Focal Budget components
Promotion/Adjust**



12

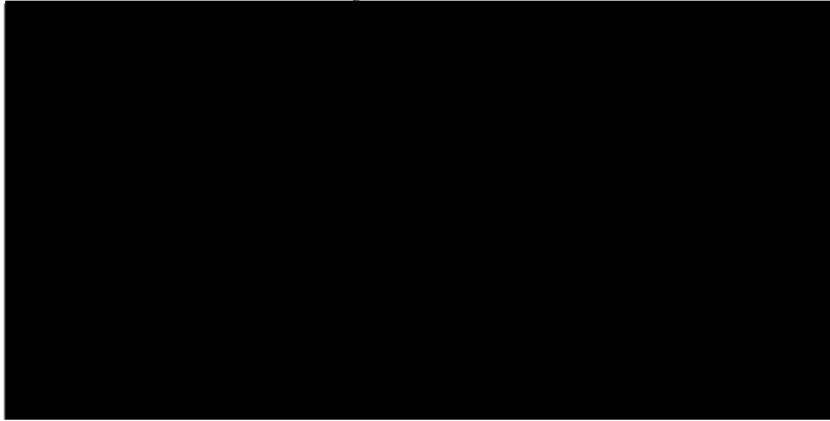
Intel Confidential

[Redacted text block]

Focal Budget components

SMA

➤What is SMA and why do we use it?

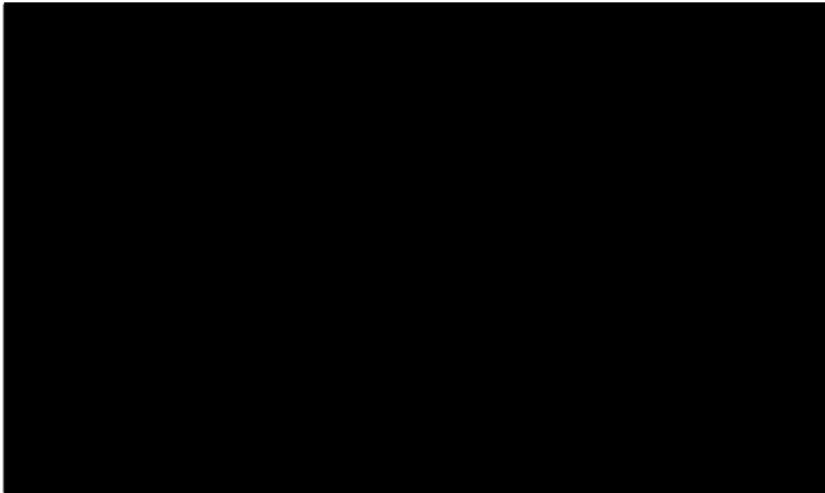


13

Intel Confidential

When we say **job** it is actually the combination of a **job and grade** such as
Software Engineer gr. 3. Prioritization: [REDACTED]
[REDACTED]

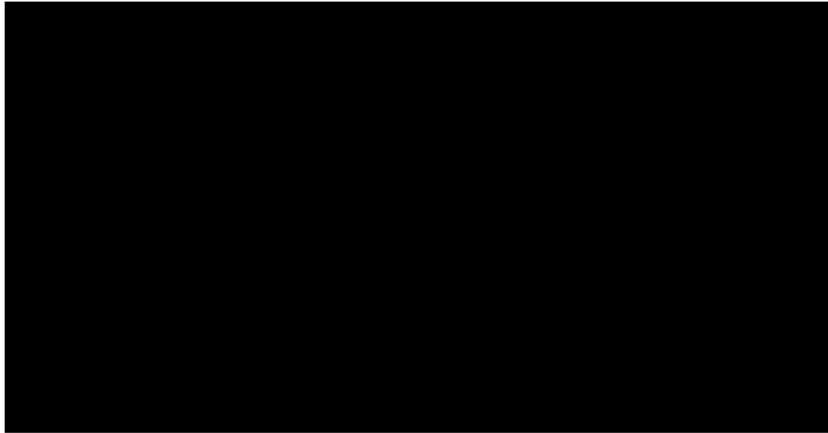
SMA – Critical



14

Intel Confidential

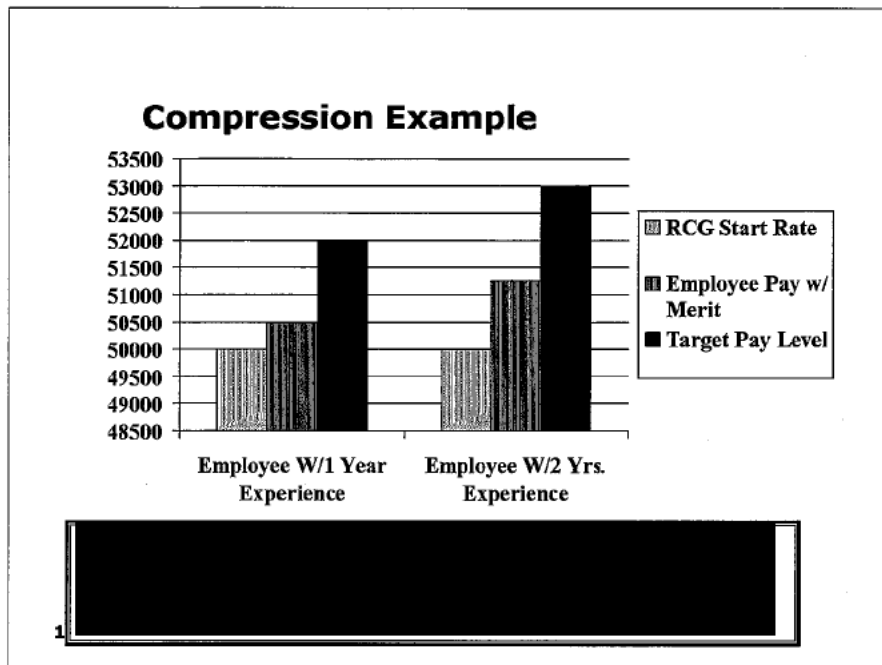
SMA - College Compression



15

Intel Confidential

15



ASSUMES A MERIT BUDGET PROPOSAL OF 4%.

•GENERAL ASSUMPTIONS ON SETTING TARGETS:

EMPLOYEES WITH 1 YR OF EXPERIENCE:

[REDACTED]

EMPLOYEES WITH 2 YRS. OF EXPERIENCE:

[REDACTED]

[REDACTED]

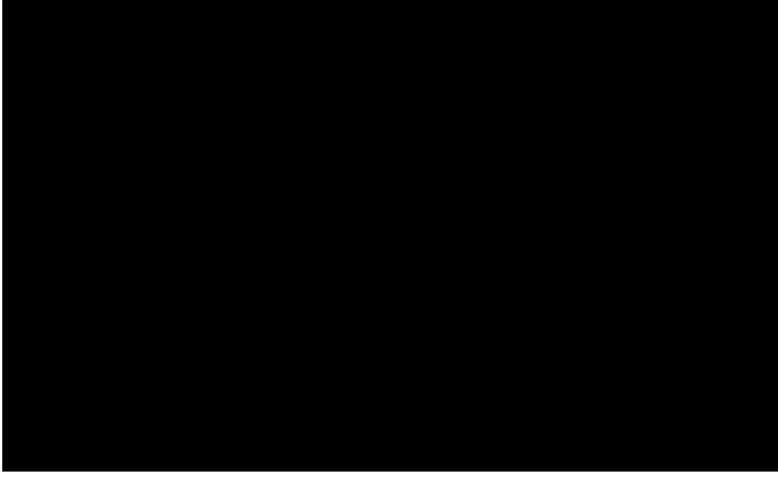
THE ADJUSTMENT CALCULATION IS:

[REDACTED]

p12

Use of SMA

➤ How do we apply SMA?



17 Intel Confidential

When we say **job** it is actually the combination of a **job and grade** such as Software Engineer gr. 3. Prioritization: [REDACTED]

[REDACTED]

Slide 17

p12 Lincoln slide
pbmay, 9/5/2006

781.32

Example: Budget Components

	Market	Intel Budget
Merit	3.5%	3.5%
Promotion/Adjustment	1.0%	1.1%
SMA		0.5%
Total Focal Budget	4.5%	5.1%

Total Budget is 0.6% higher than market

18

Intel Confidential

We're leading the market by .6%

What problem are we trying to solve? Get base to our goal for specific jobs with SMA and to address some new hire compression

The Focal Budget

➤ In summary –

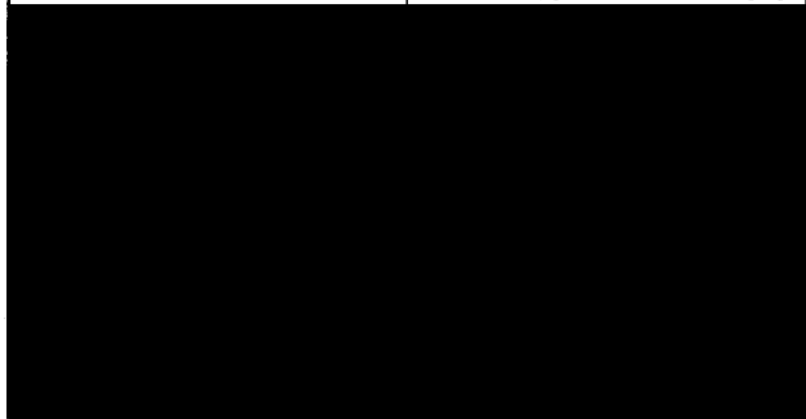
- [REDACTED]
- [REDACTED]
- [REDACTED]

[REDACTED]

19

Intel Confidential

Intel's Stock Benefits

Intel's Compensation Philosophy	How Stock Benefits Support Intel's Compensation Philosophy
	

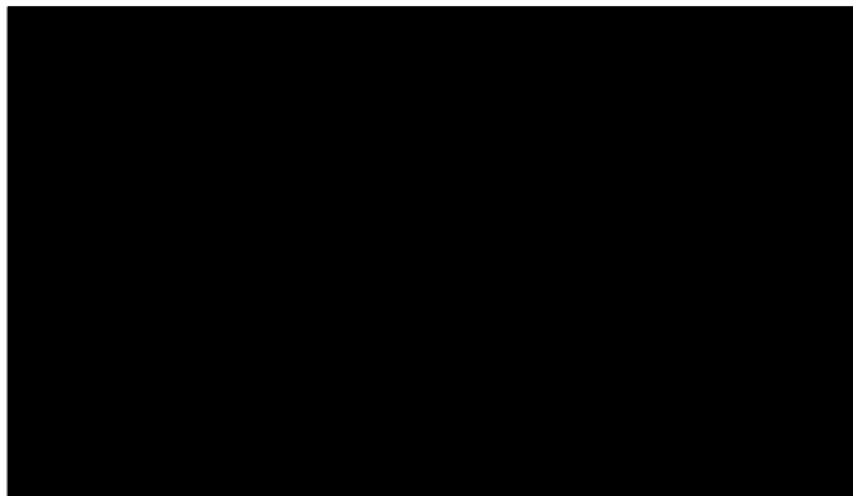
20

Intel Confidential

20

p13

Stock Matrices/Budget



21









Intel Confidential

Slide 21

p13 Mike Namie will expand on this and give it to use 9/15 or 9/18.
pbmay, 9/13/2006

Options and Restricted Stock Units (RSU) mix by Grade
Beginning April '06

Option/RSU % Mix by Grade

	<u>Options</u>	<u>RSU</u>
NEx - Grade 6		
Grades 7 - 8		
Grades 9 - 10		
Grade 11 - 13		

Philosophy: More current cash for those who need it most.
More pay directly dependent on company performance for people at
the higher grade levels

22

Intel Confidential

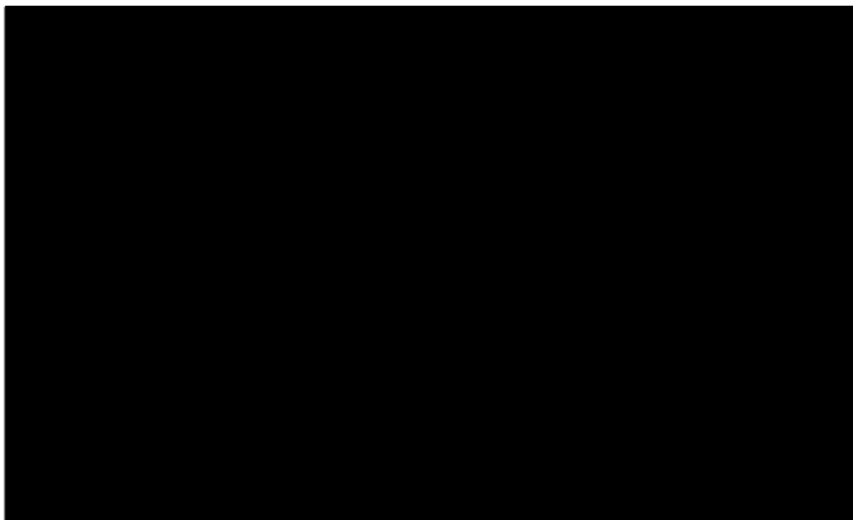
Our goal is to deliver a broad-based stock program that provides value
for all employees

The Intel stock program will use a mix of RSU and Options depending on
grade level.

[REDACTED]

- [REDACTED]
- [REDACTED]

Example Stock Matrix (table)



23

Intel Confidential

Backup

24

Intel Confidential

24

781.40

76596DOC017049
Confidential - Attorneys' Eyes Only



25

Intel Confidential

25

781.41

p10

Additional Market Position Consideration

- Year 2 of SMA strategy
- Critical job / How to determine?
 - primary function of organization
 - are you primarily design, factory, sales and marketing?
 - most urgent hiring needs, difficult positions to fill, higher turnover, long training time, low supply vs high demand
- Market Position
 - may consider maintaining a “better” market position for critical jobs than overall population
- We have limited resources, need to make the allocation decisions that best support the strategies of the organization

26

Intel Confidential

WHAT JOB FAMILY MOST DIRECTLY SUPPORTS YOUR ORGANIZATIONS PRIMARY MISSION? If you do not know this, where would you get the answer?

26

781.42

**EXHIBIT 2030 TO THE DECLARATION OF
LISA J. CISNEROS IN SUPPORT OF
PLAINTIFFS' NOTICE OF SUPPLEMENTAL
MOTION AND MOTION FOR CLASS
CERTIFICATION**

EXHIBIT 17
FILED UNDER SEAL

2030.1

EXHIBIT <u>2030</u>
WIT. <u>McKell</u>
DATE <u>3-20-13</u>
KRAMM COURT REPORTING

1 BINGHAM MCCUTCHEN LLP
DONN P. PICKETT (SBN 72257)
2 FRANK M. HINMAN (SBN 157402)
SUJAL J. SHAH (SBN 215230)
3 FRANK BUSCH (SBN 258288)
Three Embarcadero Center
4 San Francisco, CA 94111-4067
Telephone: 415.393.2000
5 Facsimile: 415.393.2286
donn.pickett@bingham.com
6 frank.hinman@bingham.com
sujal.shah@bingham.com
7 frank.busch@bingham.com

8 Attorneys for Defendant
Intel Corporation

9 UNITED STATES DISTRICT COURT
10 NORTHERN DISTRICT OF CALIFORNIA
11 SAN JOSE DIVISION
12

13 IN RE: HIGH-TECH EMPLOYEE
14 ANTITRUST LITIGATION

Master Docket No. 11-CV-2509-LHK

15 THIS DOCUMENT RELATES TO:
16 ALL ACTIONS
17

**DECLARATION OF DANNY McKELL IN
SUPPORT OF OPPOSITION TO CLASS
CERTIFICATION**

18 Date Consolidated Amended Compl. Filed:
19 September 13, 2011
20
21
22
23
24
25
26
27
28

ATTORNEYS' EYES ONLY

Master Docket No. 11-CV-2509-LHK

DECLARATION OF DANNY McKELL

2030.2

1 I, Danny McKell, declare:

2 1. I am a Compensation and Benefits Specialist at Intel Corporation. I have personal
3 knowledge of the matters stated in this declaration. I make this declaration in support of
4 Defendants' Opposition to Motion for Class Certification. If called and sworn as a witness, I
5 could and would competently testify to the matters stated below.

6 2. I have been employed by Intel for 13 years and have worked in the Compensation
7 and Benefits group for the last 9 years. I understand that the Plaintiffs in this case have asserted
8 that Intel's compensation for most of its employees (apart from retail employees, corporate
9 officers, members of the board of directors, and senior executives) was suppressed below
10 competitive levels during the alleged class period of 2005-09. In my role as a Compensation and
11 Benefits Specialist, I am generally familiar with the process by which Intel has compensated its
12 employees before, during, and after the alleged class period. The statements below are
13 descriptive of Intel's compensation practices during the alleged class period, and generally
14 extend before and after that period except where noted.

15 3. Attached as Exhibit A is a true and correct copy of Chapter 16 of the Intel "Total
16 Compensation Handbook," dated January 1, 2010 (76586DOC000445), which outlines the
17 components of Intel compensation: base pay, employee (incentive) bonus, profit sharing bonus,
18 and various forms of equity grants (stock options and restricted stock units) (collectively, "total
19 compensation"). The same components comprised Intel compensation during the alleged class
20 period.

21 4. Intel assigned each employee to a "grade" level and used a broad "total pay"
22 range for each grade. The mix of compensation components differed across grade levels, with
23 the bonus component typically increasing with grade level. I refer to base pay plus cash bonuses
24 as "total pay" because the two were often considered together in company-wide compensation
25 analysis, though the relative proportions of those components varied among individuals.

26 5. Attached as Exhibit B is a true and correct copy of Intel's "Salary Ranges, Merit
27 Matrices, Promo Guidelines, and Budget" presentation, dated June 26, 2007
28 (76582DOC000783), describing the annual process by which Intel managers determined

ATTORNEYS' EYES ONLY

1 employee compensation. The process for determining the annual budget took several steps
 2 throughout the year. [REDACTED]

16 6. Attached as Exhibit C is a true and correct copy of Intel's "Compensation 201
 17 Instructor Guide," dated December 15, 2006 (76583DOC007683-7725), describing, among other
 18 things, how Intel used market salary survey data in its compensation benchmarking process. As
 19 explained in the Instructor Guide, Intel learned about salaries paid by competitors primarily
 20 through third party market salary surveys such as Radford and Towers Perrin. The Intel
 21 Compensation and Benefits group, with input from the business groups, selected peer companies
 22 for comparison based on size, geographic location, and industry. [REDACTED]

25 7. Attached as Exhibit D is a true and correct copy of Intel's "Pre-Focal Analysis
 26 2007" presentation, dated January 5, 2007 (76583DOC002007). At page 16, the document lists
 27 the 29 companies against which Intel benchmarked for the 2007 focal year. Of the defendants in
 28 this case, only [REDACTED] were used in Intel's benchmarking. The other 27 companies

ATTORNEYS' EYES ONLY

1 [REDACTED]
 2 [REDACTED]
 3 [REDACTED]
 4 [REDACTED] Salary information obtained by employees who were
 5 "cold-called" was not a source of information and was not considered when analyzing market
 6 compensation. [REDACTED] was added to the list of peer companies for the first time in the 2006
 7 focal year. Attached as Exhibit E is a true and correct copy of Intel's "2006 FSM Pre-Focal
 8 Analysis Feb 17," dated December 9, 2005 (76583DOC007082), showing on page 24 that
 9 [REDACTED] was added to the 2006 list of benchmark companies.

10 8. Once total pay ranges were set, Intel's managers throughout the company
 11 conducted employee evaluations, and rated employees into five performance categories:
 12 approximately [REDACTED] of employees were rated outstanding, [REDACTED] % exceeded expectations, [REDACTED]
 13 succeeded, [REDACTED] were below expectations, and [REDACTED] required improvement. Because Intel's
 14 compensation philosophy was to pay for performance, these ratings were used, subject to a
 15 business unit manager's discretion, to determine base pay raises, bonus target increases and
 16 grade level changes or promotions. Some exempt employees were also eligible for a geographic
 17 total pay differential, an additional payment for employees in certain grades at Intel locations
 18 where the market pay was substantially above the national average.

19 9. Page 19 of Exhibit D shows the wide ranges of total pay available within each
 20 grade. For example, total pay for Grade 3 employees varied by [REDACTED] or [REDACTED]. The ranges for
 21 the other families are similar. The maximum [REDACTED] exceeded the
 22 minimum [REDACTED]. For technical jobs, Grade 3 was assigned to employees
 23 with a bachelor's degree and no experience. Grade 8 was assigned to employees with a
 24 bachelor's degree and 6-8 years of experience. Thus, the ranges were broad enough to allow a
 25 new employee to be paid more than one with significant experience. Total pay ranges and
 26 overlaps during other years of the class period were similar.

27 10. Intel's individual employee total pay determinations were not made company-
 28 wide but were made by thousands of business unit managers, who had discretion with respect to
 ATTORNEYS' EYES ONLY

1 the amount and composition of each individual's compensation. The Compensation and Benefits
 2 group provided managers guidelines and a merit increase budget for determining merit increases
 3 based on the rating the manager determined was appropriate for each of their employees.
 4 Managers could and did adjust compensation up or down within a broad range for each
 5 employee.

6 11. Compensation increases generally occurred in connection with the annual focal
 7 review process, and were rarely negotiated throughout the course of the year. Intel did not have
 8 a company-wide policy for responding to current employees who had received offers from other
 9 companies. Instead, any response was subject to the discretion of each individual employee's
 10 manager. I understand that Intel would make a counteroffer in hopes of retaining an employee
 11 where the circumstances warranted.

12 12. Because each business unit was given a budget for total pay, paying more to some
 13 employees meant paying less to others. For example, if a manager decided to give a larger raise
 14 or a promotion to one employee, whether as a result of the merit based annual review process or
 15 individual negotiation, he or she would likely have had to decrease the raises given to other
 16 employees in his or her group or deny another employee a promotion.

17 13. If an individual employee received greater compensation in response to an offer
 18 from another company, it would not have affected compensation throughout the company, or
 19 even within the employee's business unit, job family or grade level. Rather, compensation was
 20 determined by analysis of market compensation, company performance, individual performance
 21 and other factors as described in Paragraph 5 above.

22 14. Attached as Exhibit F is a true and correct copy of a custom compensation report
 23 generated by Radford for Intel based upon June 2009 data (76582DOC023919). It shows, on the
 24 "Report Specs" tab, that Intel requested Radford's [REDACTED] report, which includes
 25 data on [REDACTED]

26 [REDACTED] Although this report
 27 included [REDACTED], they collectively comprise only 0.6% of the list.
 28 Intel requested and used this benchmarking report because [REDACTED]

ATTORNEYS' EYES ONLY

DECLARATION OF DANNY McKELL

2030.6

1 [REDACTED]
2 [REDACTED]
3 15. In 2006, Intel instituted a change to its overall compensation philosophy. Prior to
4 2006, employee base compensation was targeted to be less than the market average as compared
5 to peer companies, while employee bonuses were targeted to be greater than the market average.
6 Beginning in 2006, Intel changed the targets such that employee base compensation would be
7 equivalent to the market average as compared to peer companies, and employee bonuses would
8 continue to be greater than the market average. In February 2006, Intel temporarily halted new
9 hiring while contemplating a hiring freeze. In April 2006, Intel instituted a full hiring freeze.
10 Two months later, Intel laid off approximately 1,000 manager level employees worldwide. In
11 September 2006, Intel announced that it planned to lay off 10,500 employees by mid-2007,
12 primarily in the marketing and IT departments. In January 2009, Intel suspended promotions and
13 instituted a worldwide salary freeze, in response to the recession and macro-economic
14 environment.

15 16. I declare under penalty of perjury that the foregoing is true and correct. Executed
16 in Rio Rancho, New Mexico, on November 12, 2012.
17
18
19
20
21
22
23
24
25
26
27
28


DANNY MCKELL

ATTORNEYS EYES ONLY

Master Docket No. 11CV-2509-LHK

DECLARATION OF DANNY MCKELL

2030.7

Exhibit A

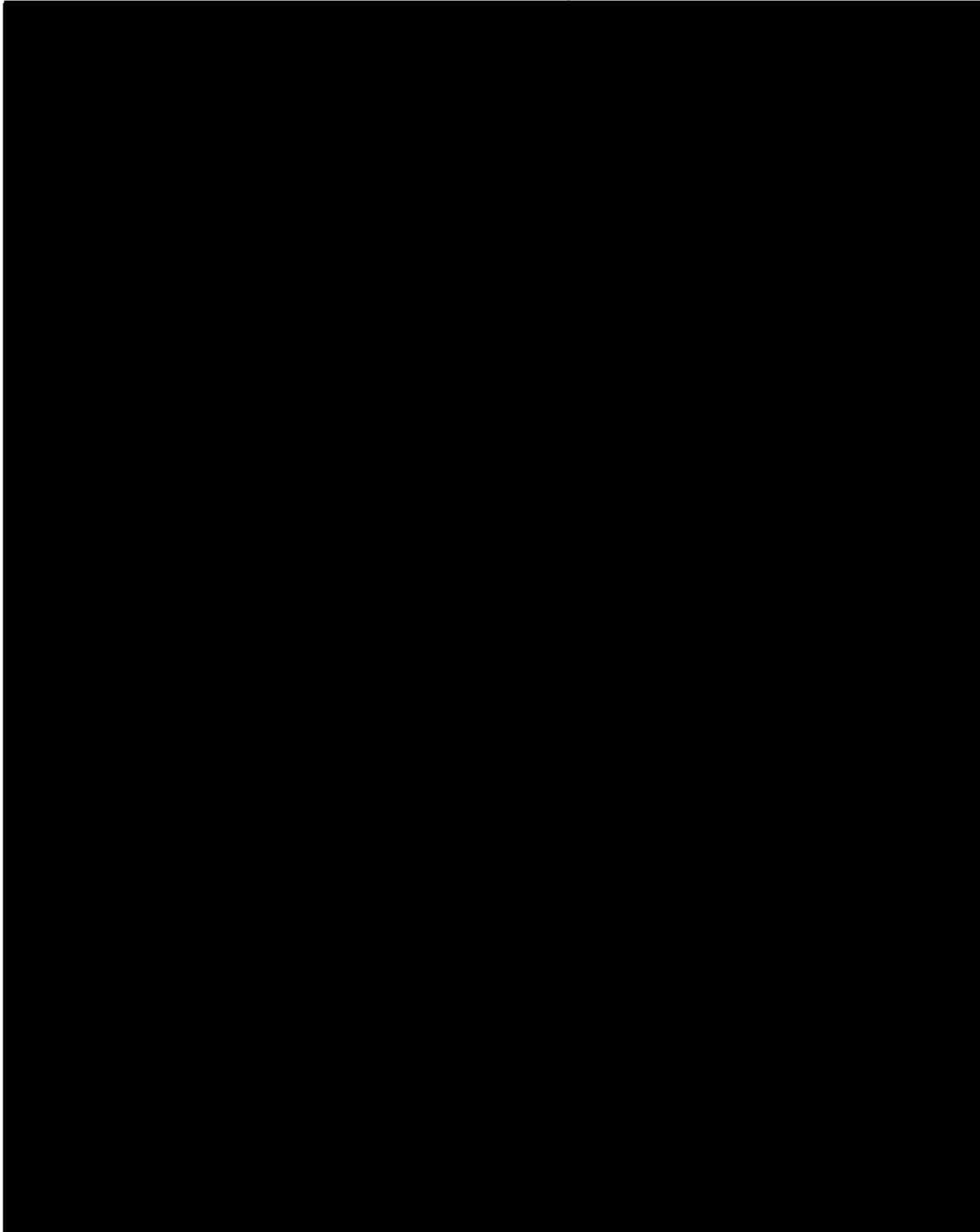
2030-8

Chapter 16**Cash**

<u>Topic</u>	<u>Page</u>
Overview	16.1
Base pay overview	16.1
Exempt Pay Ranges	16.1
Nonexempt Pay Ranges	16.1
Exempt and Nonexempt Pay Increases	16.2
Exempt and Nonexempt Pay Practices	16.2
Nonexempt Classification Compliance Guidelines	16.8
Exempt Classification Extra Pay Guidelines	16.13
Exempt and Nonexempt Temporary Shift Changes	16.15
Nonexempt Compressed Workweek Schedule Premium	16.16
Employee Bonus	16.17
Employee Cash Bonus Program	16.19

2030.9

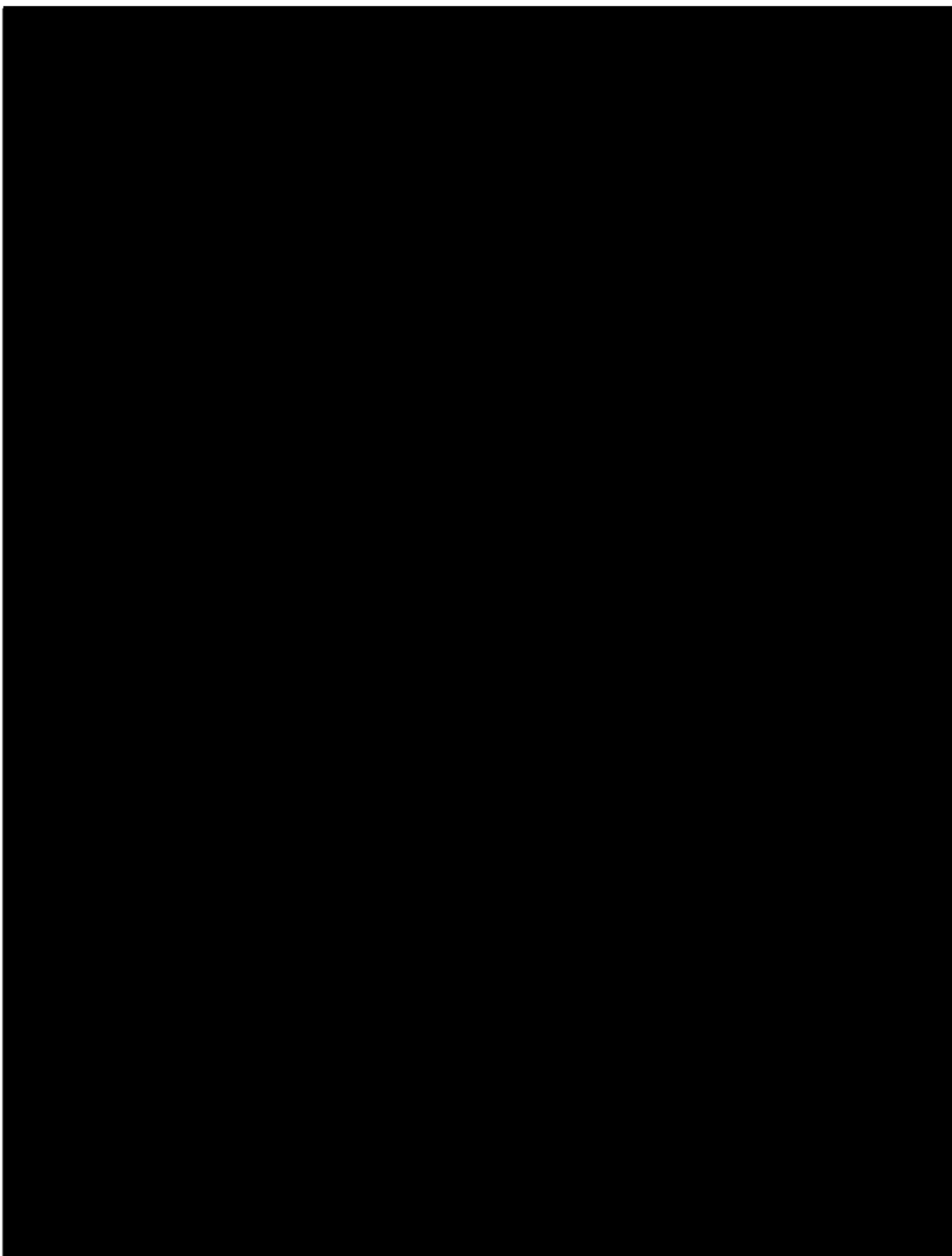
Exhibit 16
Cash 16.1



Cash 16.1
Jan. 1, 2010

2030.10

76586DOC000446
Attorneys' Eyes Only

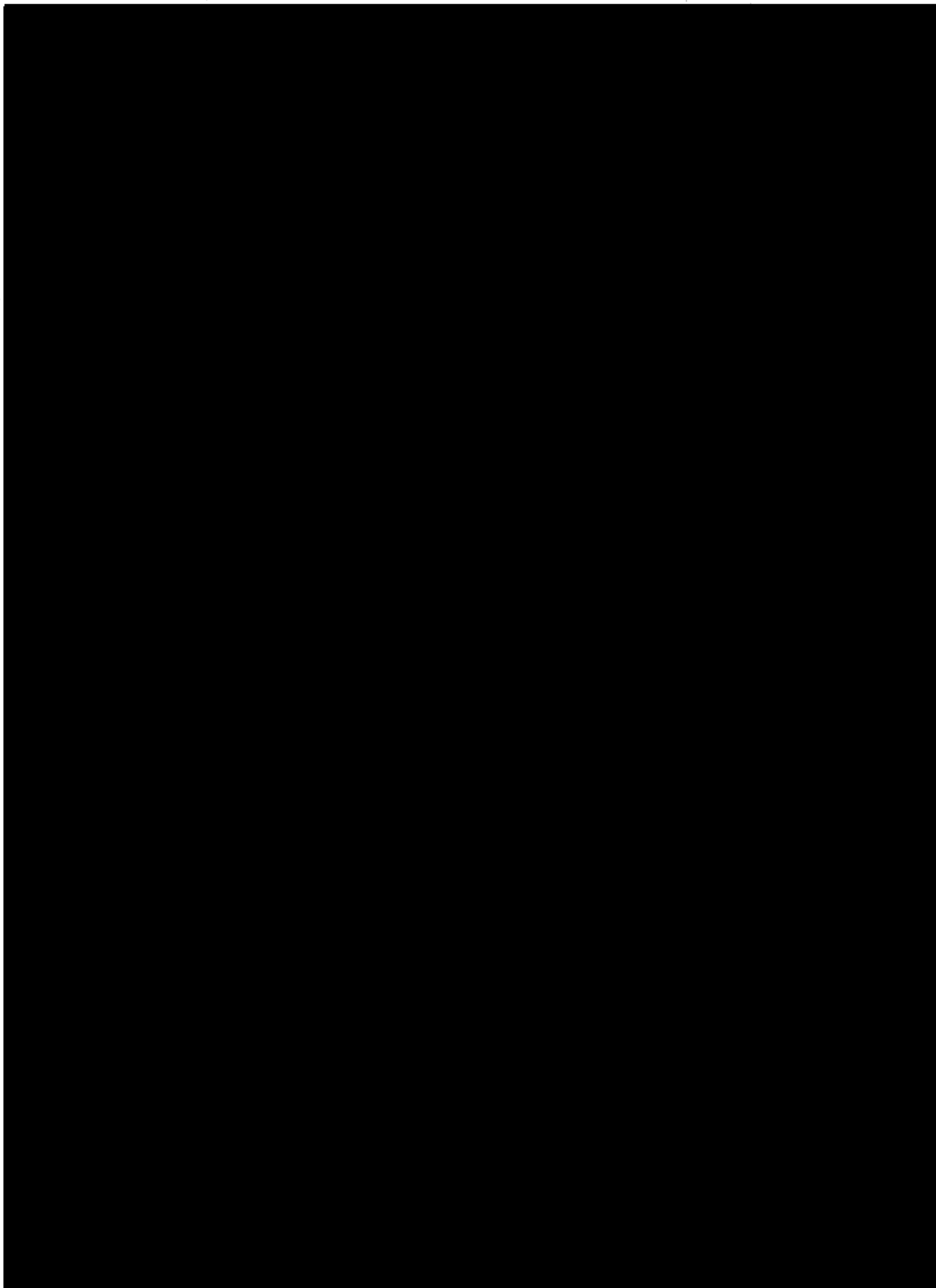


Cash 16.2
Jan. 1, 2010

2030.11

76586DOC000447
Attorneys' Eyes Only

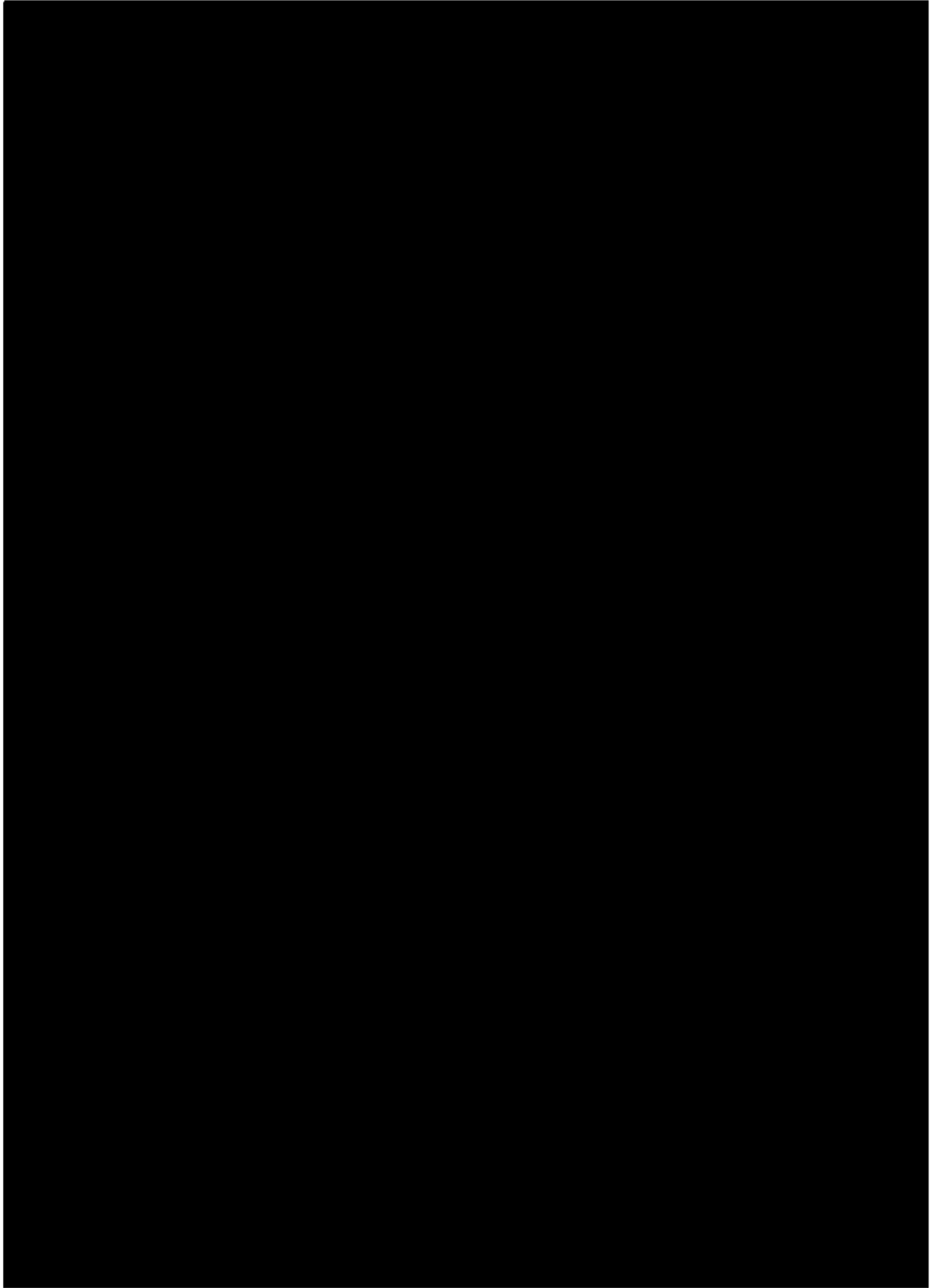
Call-In Pay (U.S.)



Cash 16.3
Jan. 1, 2010

1030.12

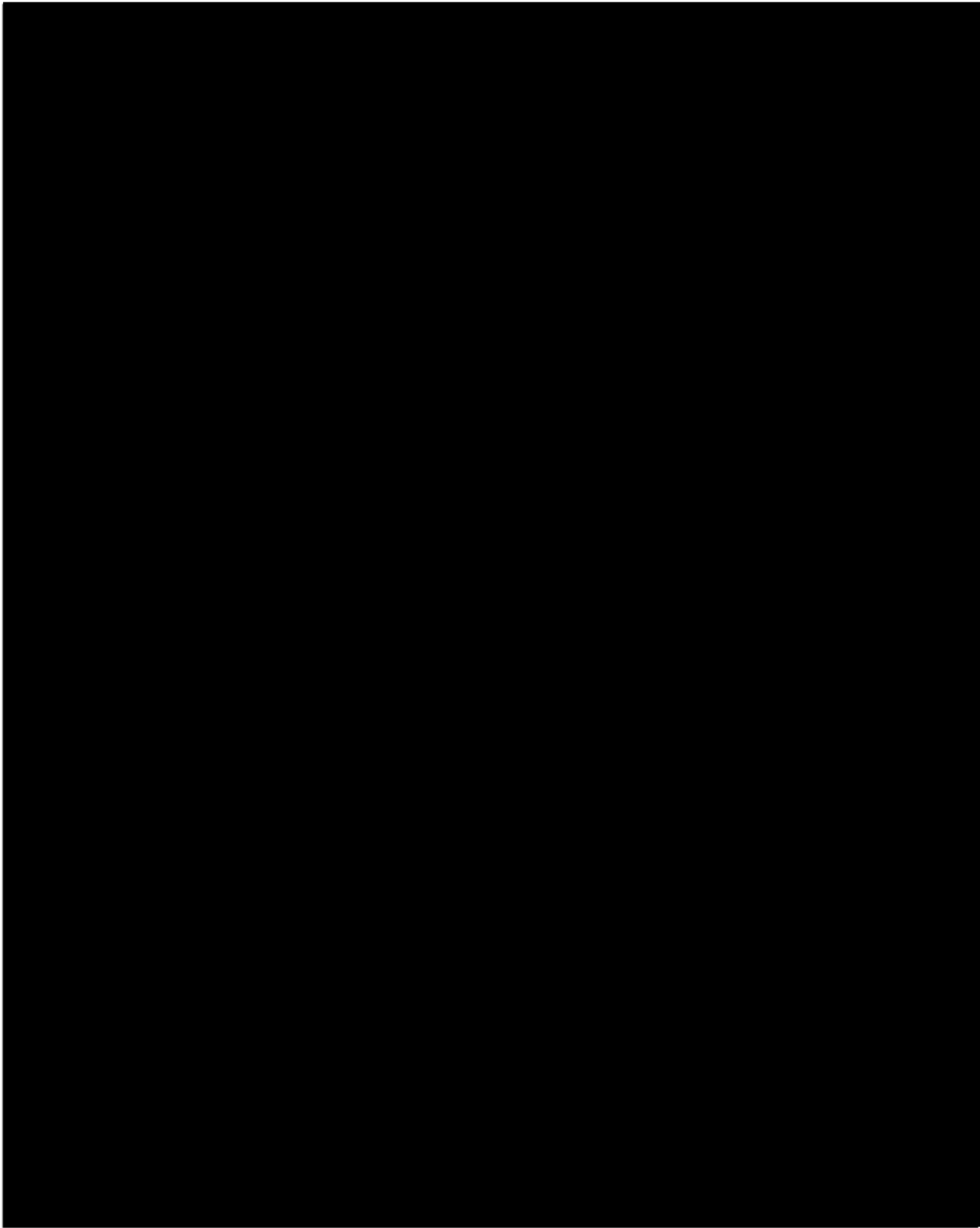
76586DOC000448
Attorneys' Eyes Only



Cash 16.4
Jan. 1, 2010

2030.13

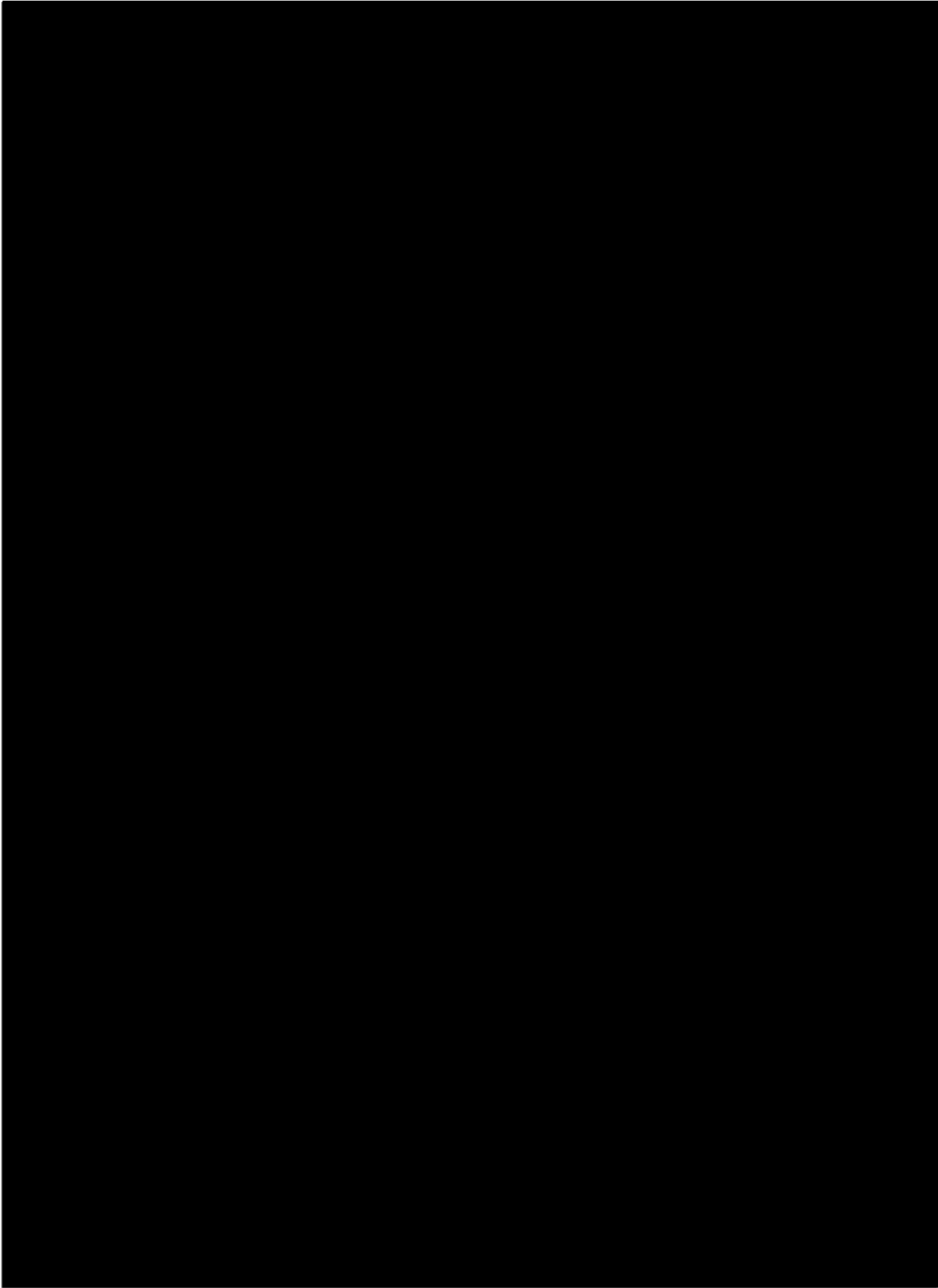
76586DOC000449
Attorneys' Eyes Only



Cash 16.5
Jan. 1, 2010

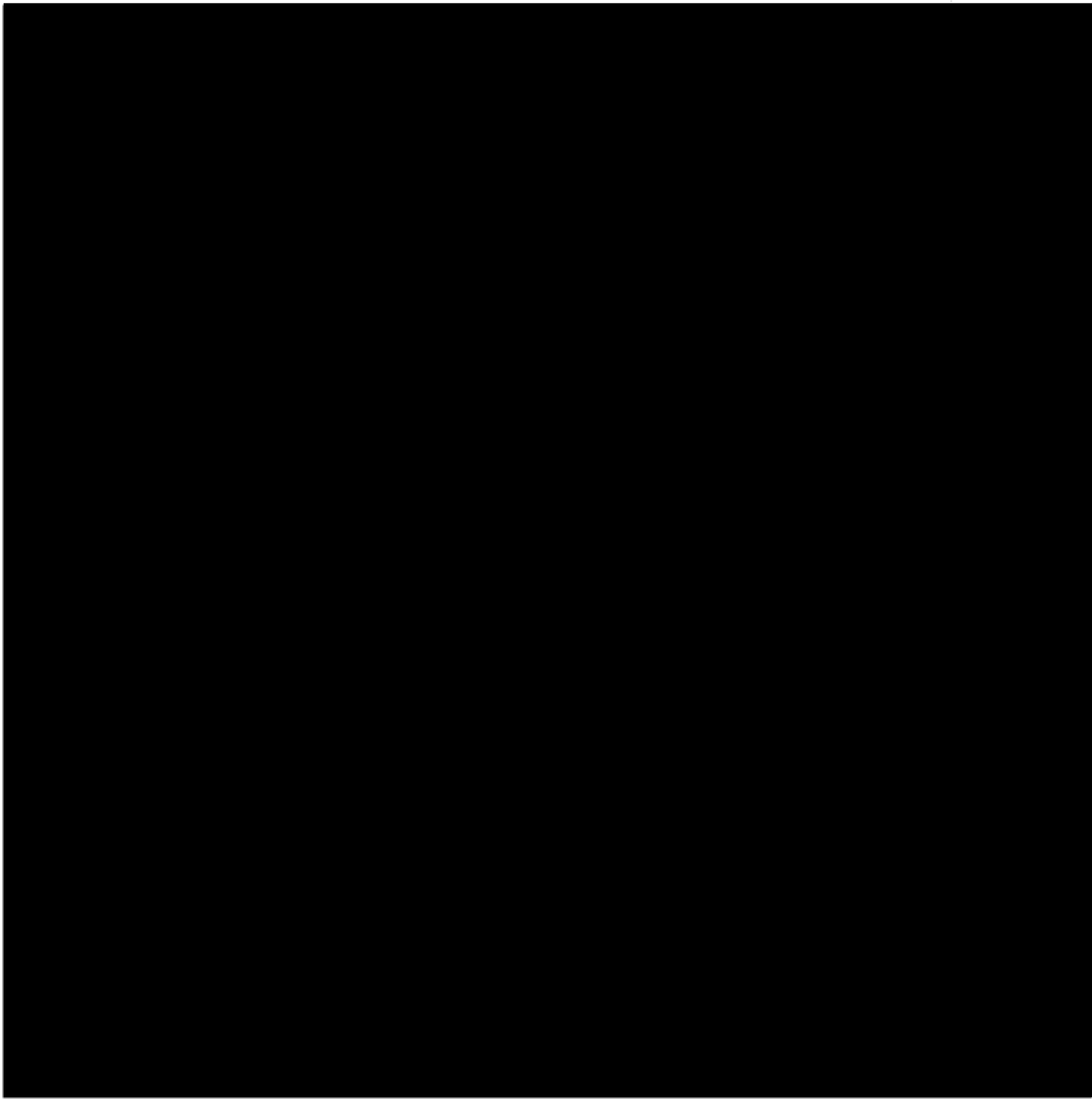
2030.14

76586DOC000450
Attorneys' Eyes Only



Cash 16.6
Jan. 1, 2010

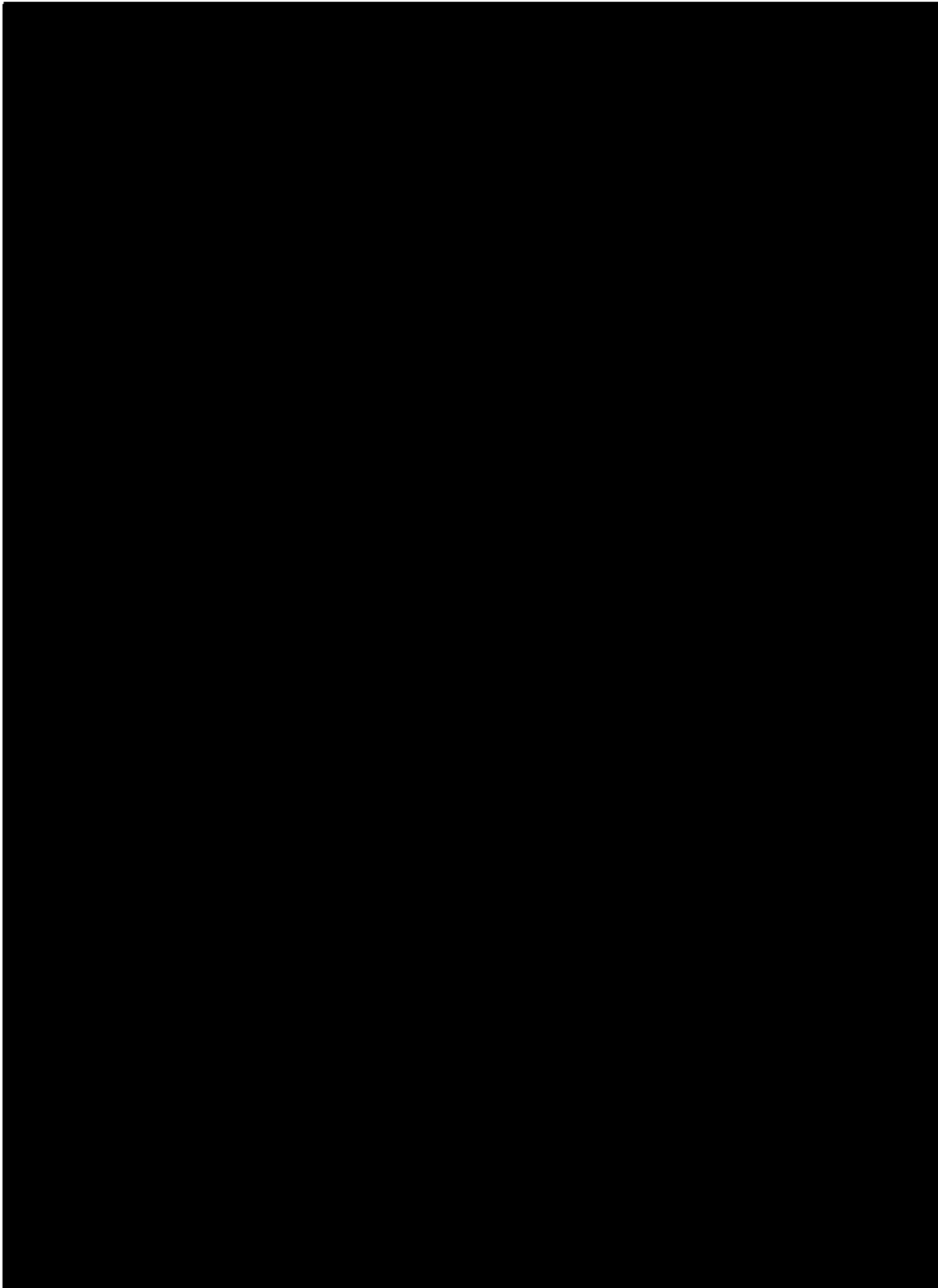
2030.15



Cash 16.7
Jan. 1, 2010

2030.16

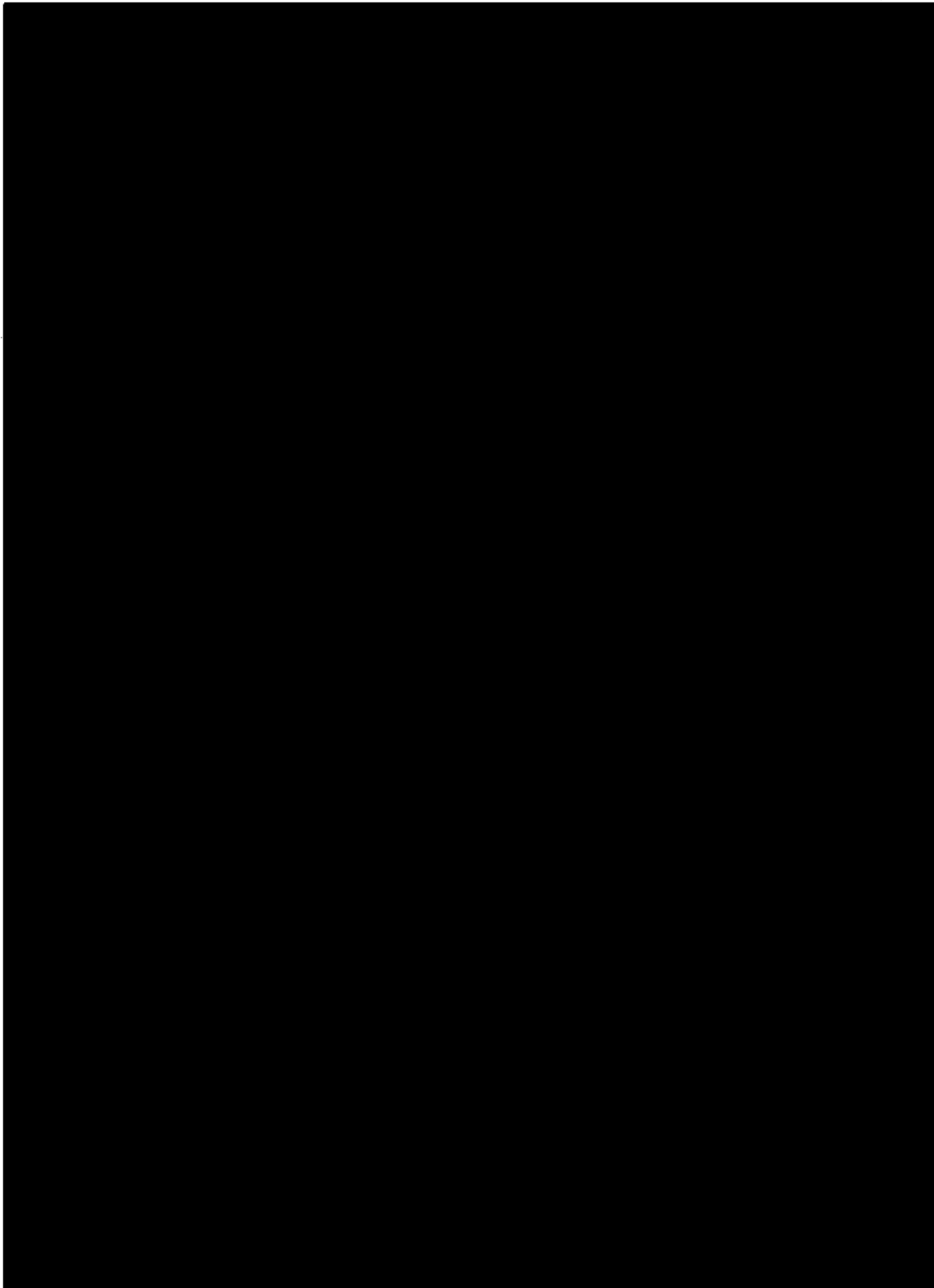
76586DOC000452
Attorneys' Eyes Only



Cash 16.8
Jan. 1, 2010

2030.17

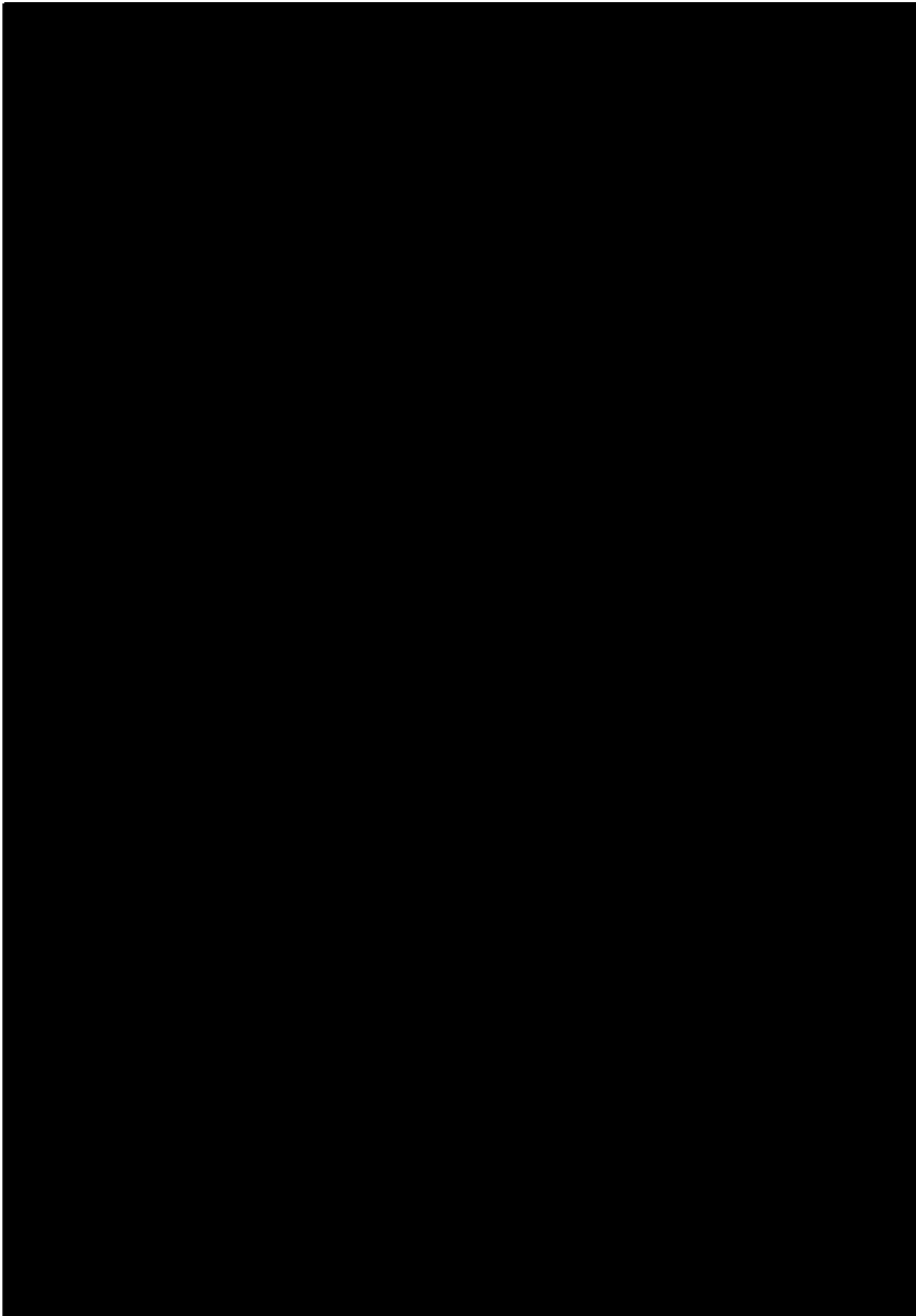
76586DOC000453
Attorneys' Eyes Only



Cash 16.9
Jan. 1, 2010

2030.18

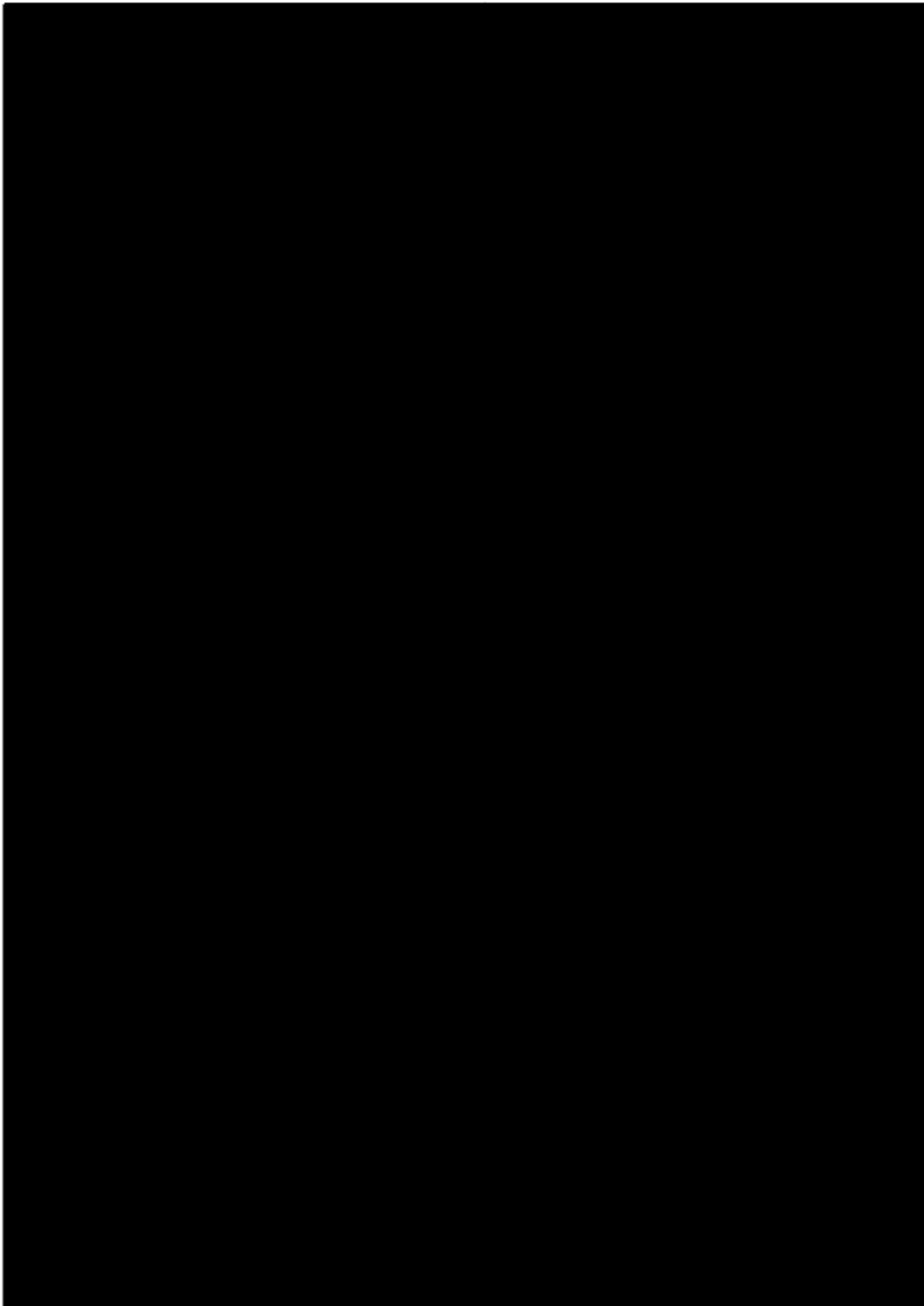
76586DOC000454
Attorneys' Eyes Only



Cash 16.10
Jan. 1, 2010

2030.19

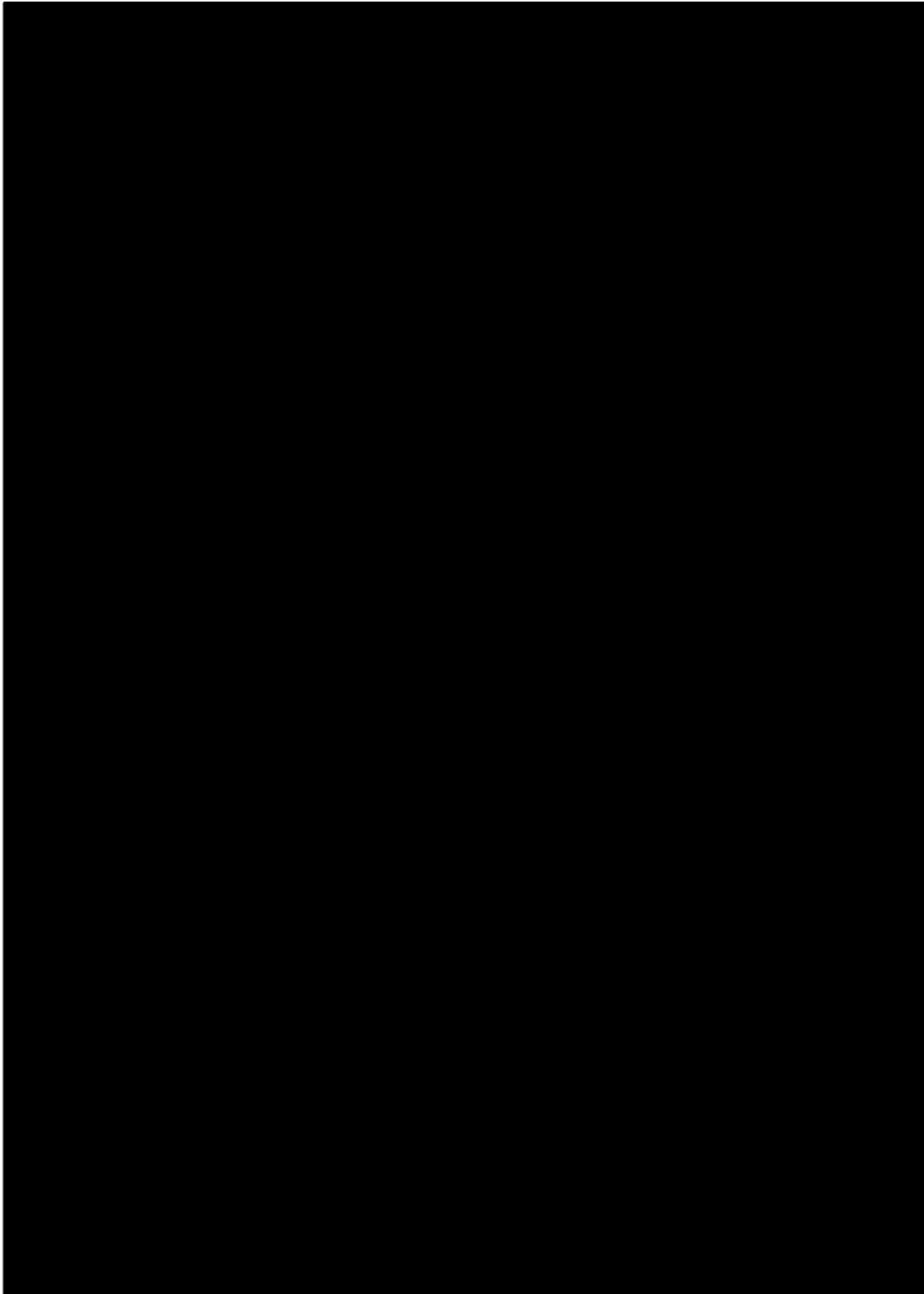
76586DOC000455
Attorneys' Eyes Only



Cash 16.11
Jan. 1, 2010

2030.20

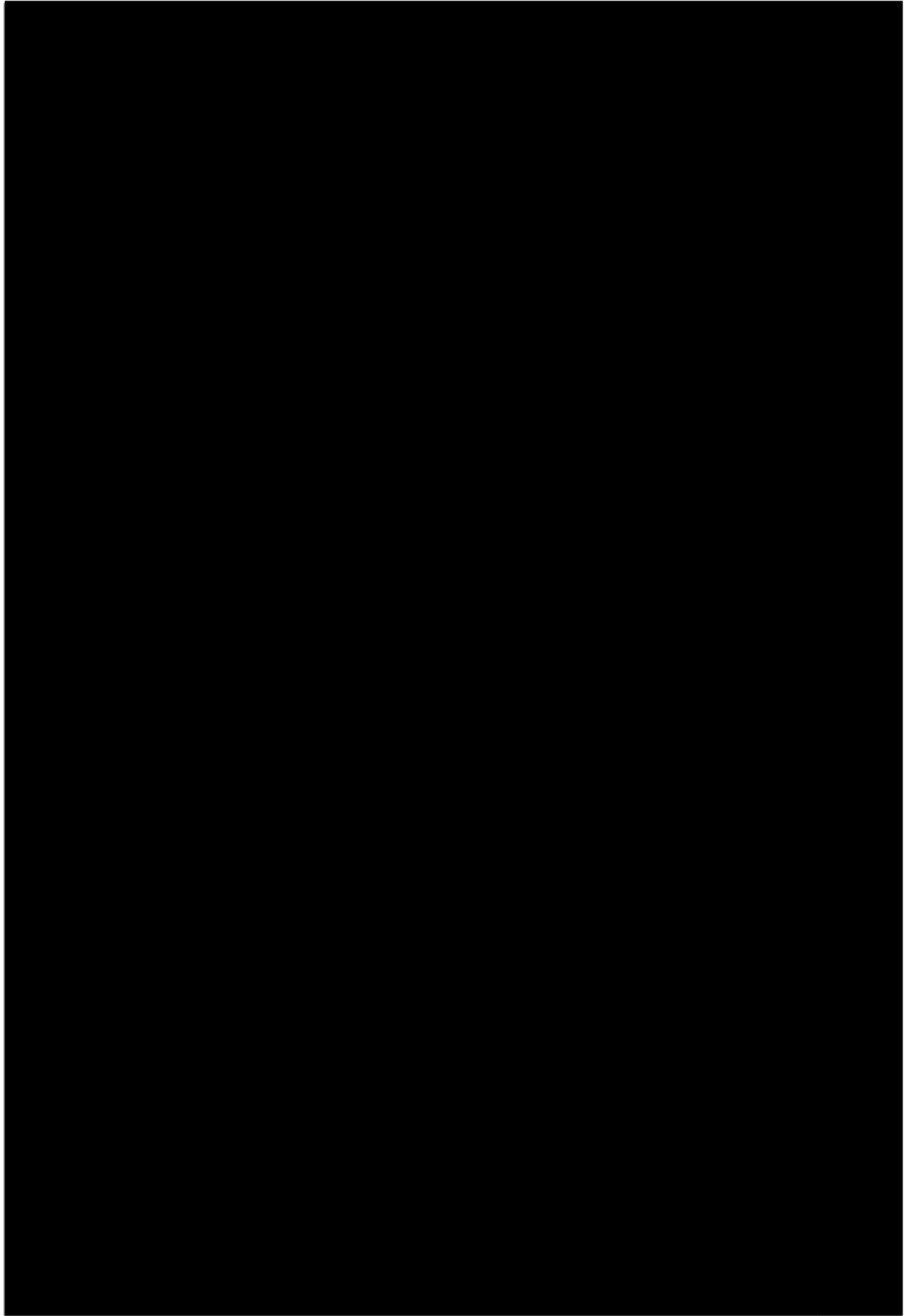
76586DOC000456
Attorneys' Eyes Only



Cash 16.12
Jan. 1, 2010

2030.21

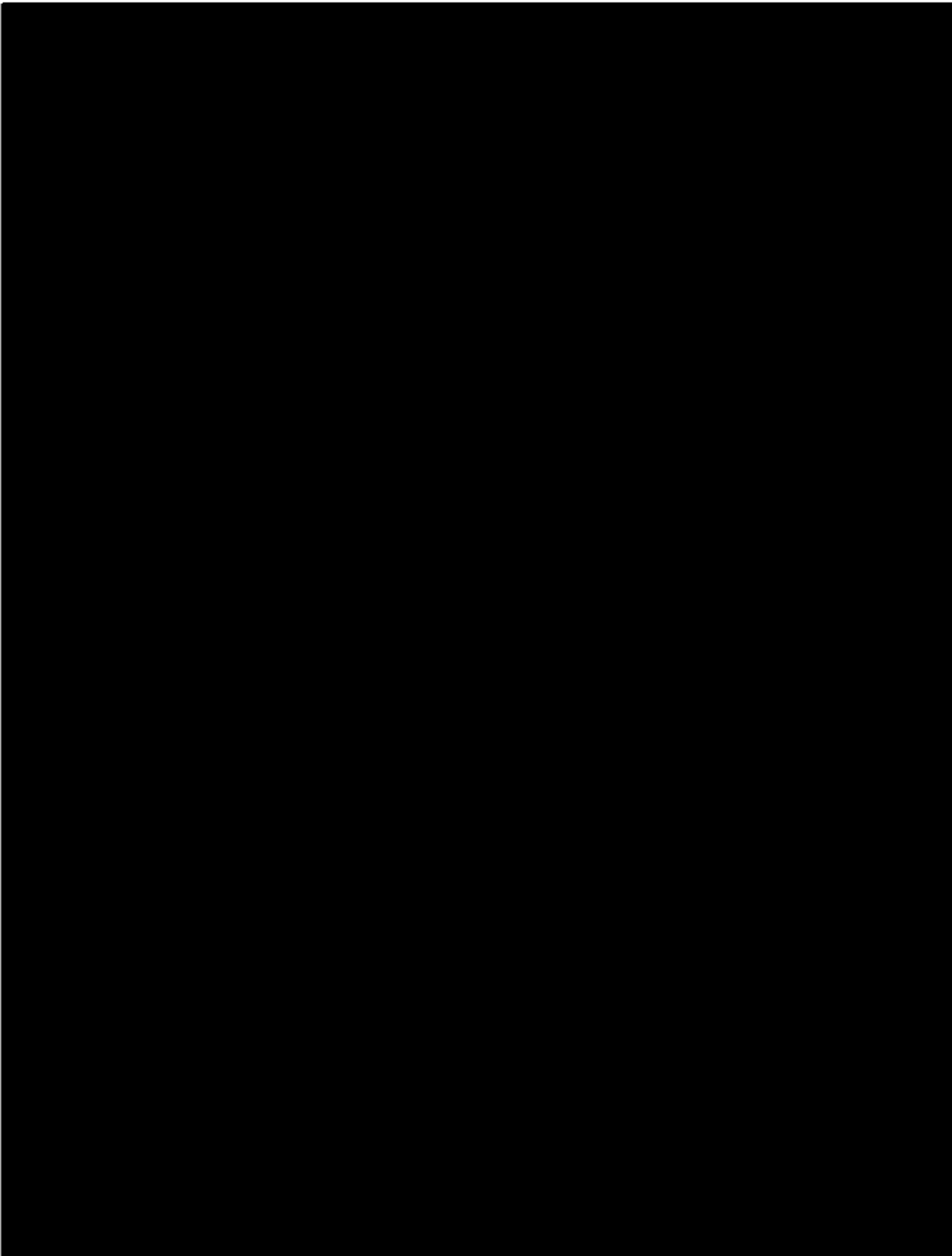
76586DOC000457
Attorneys' Eyes Only



Cash 16.13
Jan. 1, 2010

2030.22

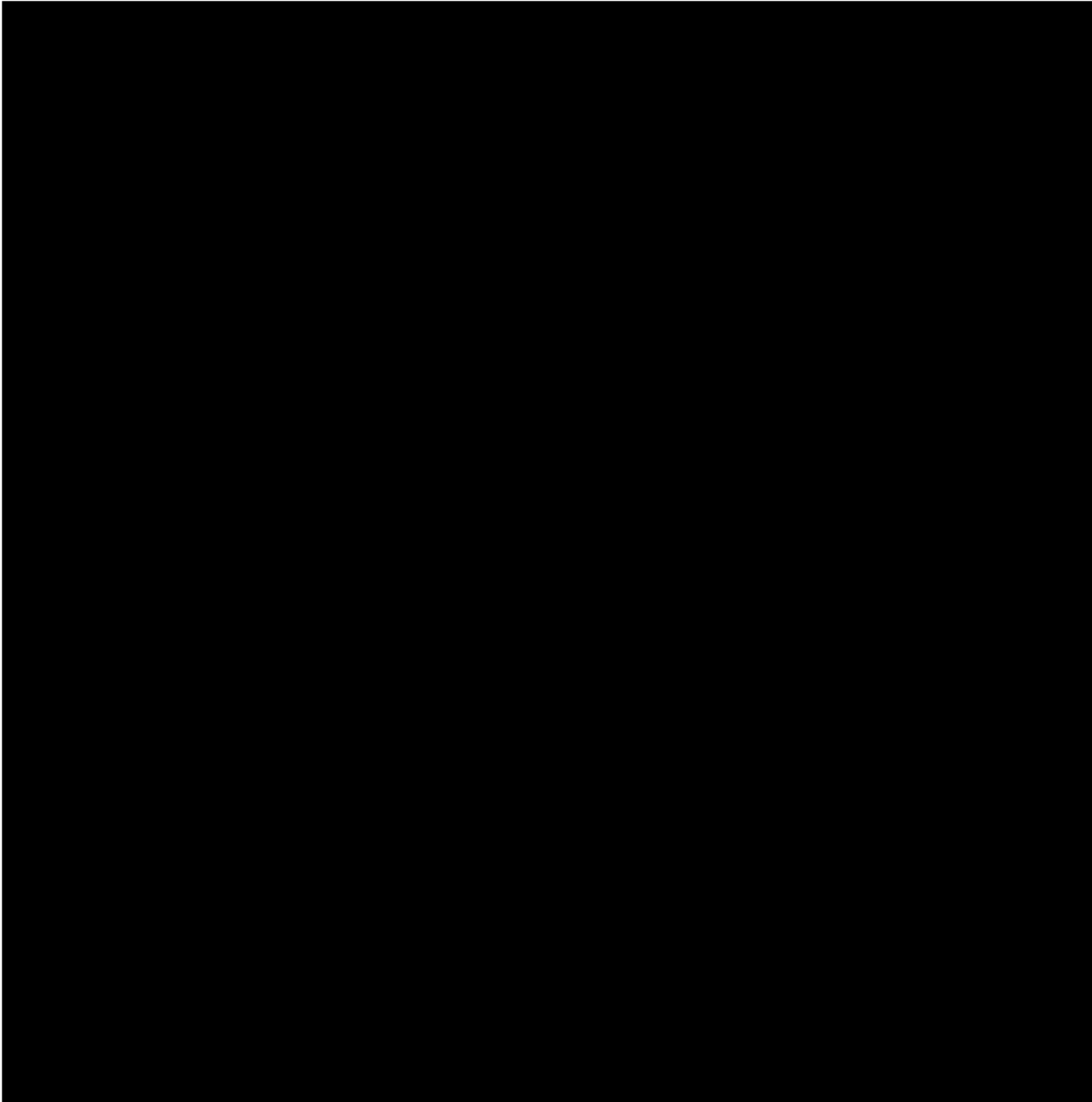
76586DOC000458
Attorneys' Eyes Only



Cash 16.14
Jan. 1, 2010

2030.23

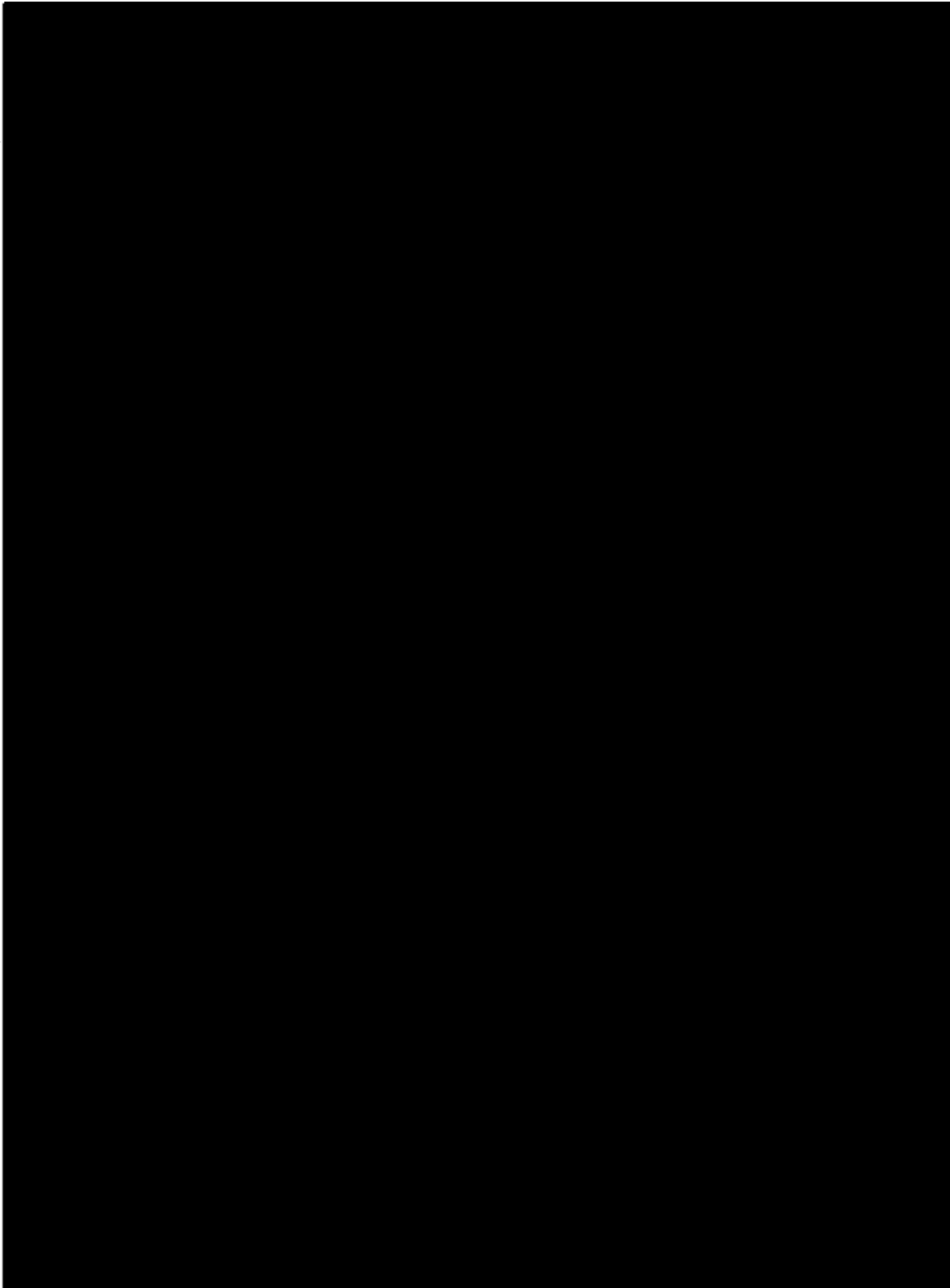
76586DOC000459
Attorneys' Eyes Only



Cash 16.15
Jan. 1, 2010

2030.24

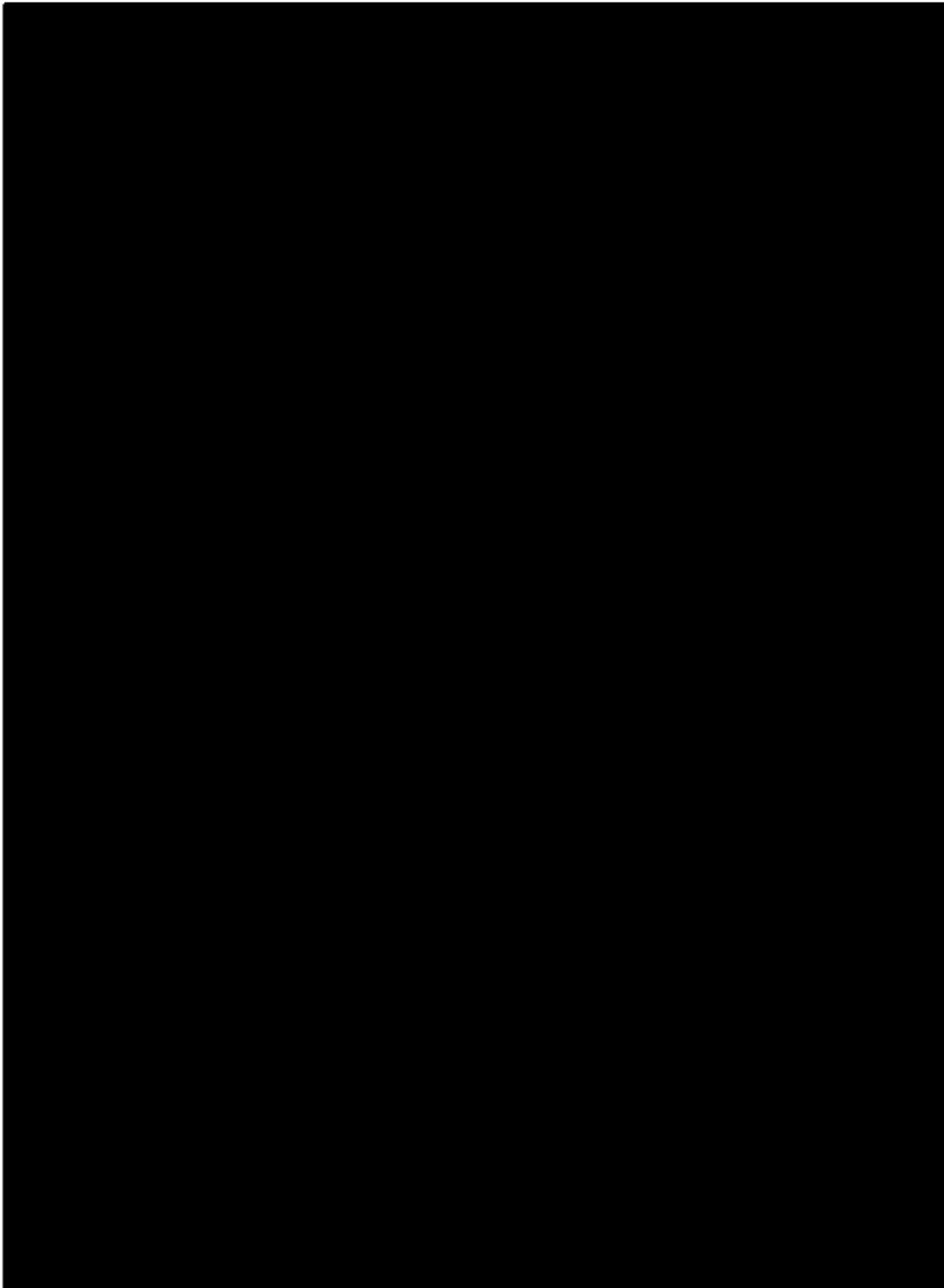
76586DOC000460
Attorneys' Eyes Only



Cash 16.16
Jan. 1, 2010

2030.25

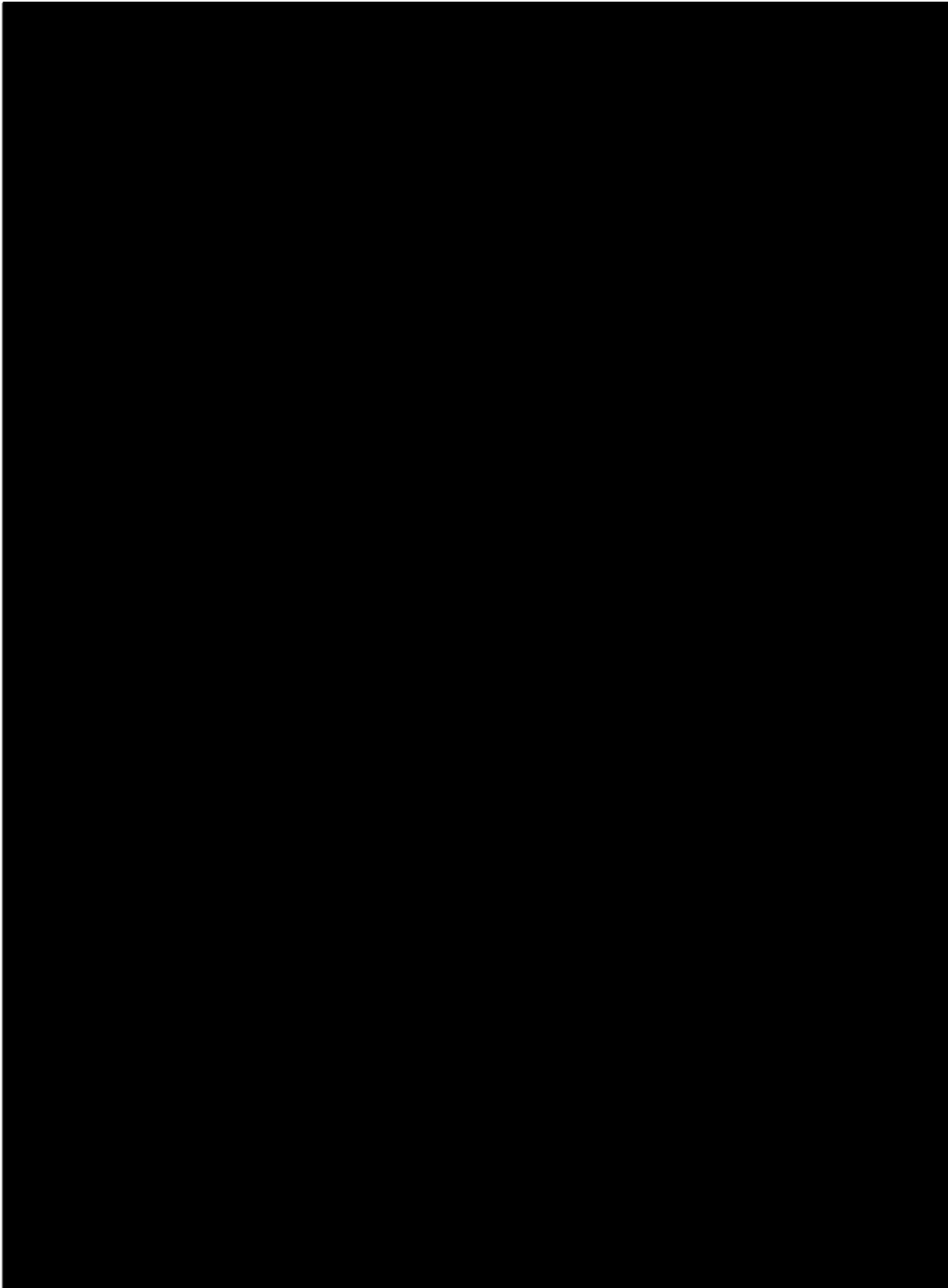
76586DOC000461
Attorneys' Eyes Only



Cash 16.17
Jan. 1, 2010

2030.26

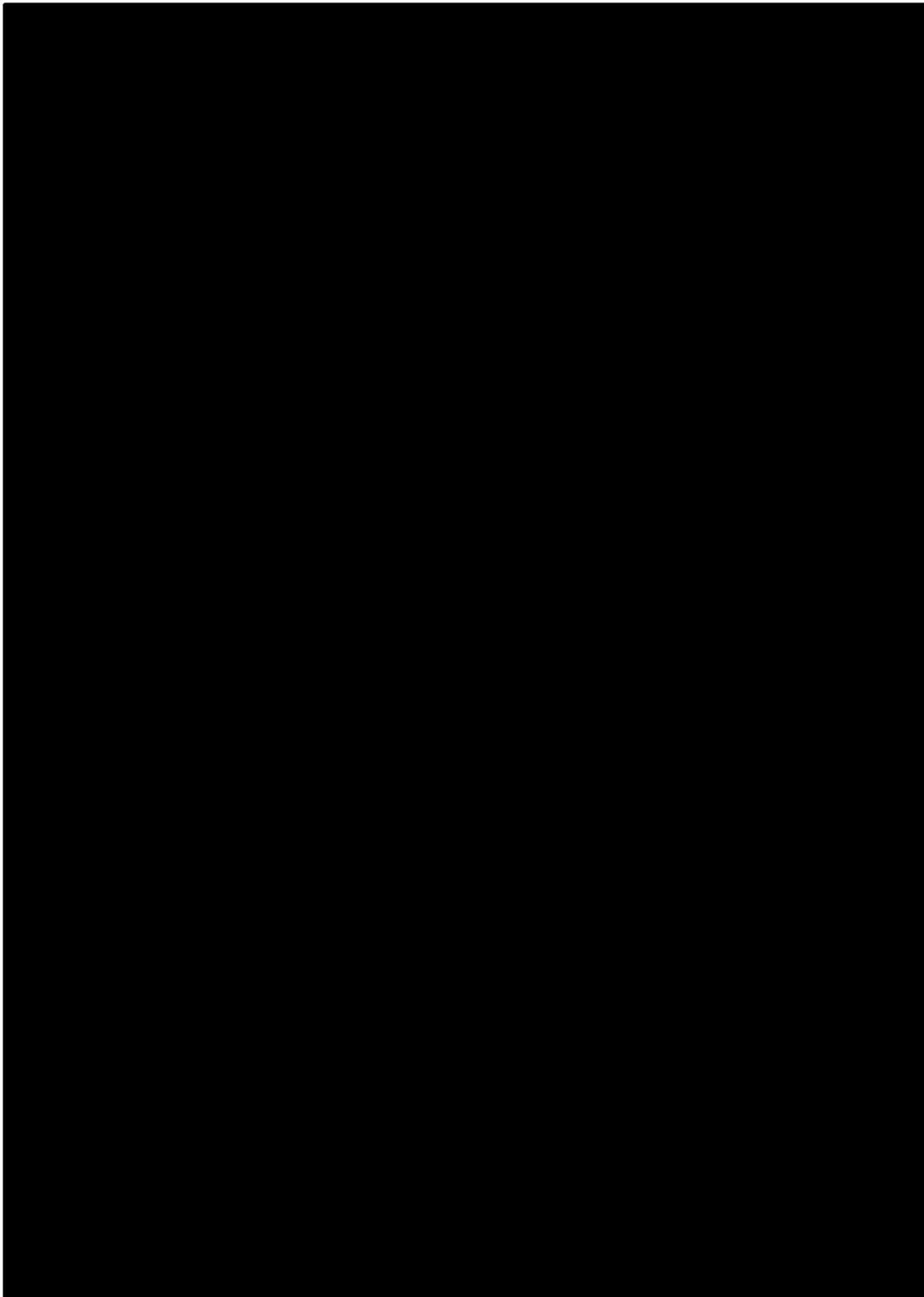
76586DOC000462
Attorneys' Eyes Only



Cash 16.18
Jan. 1, 2010

2030.27

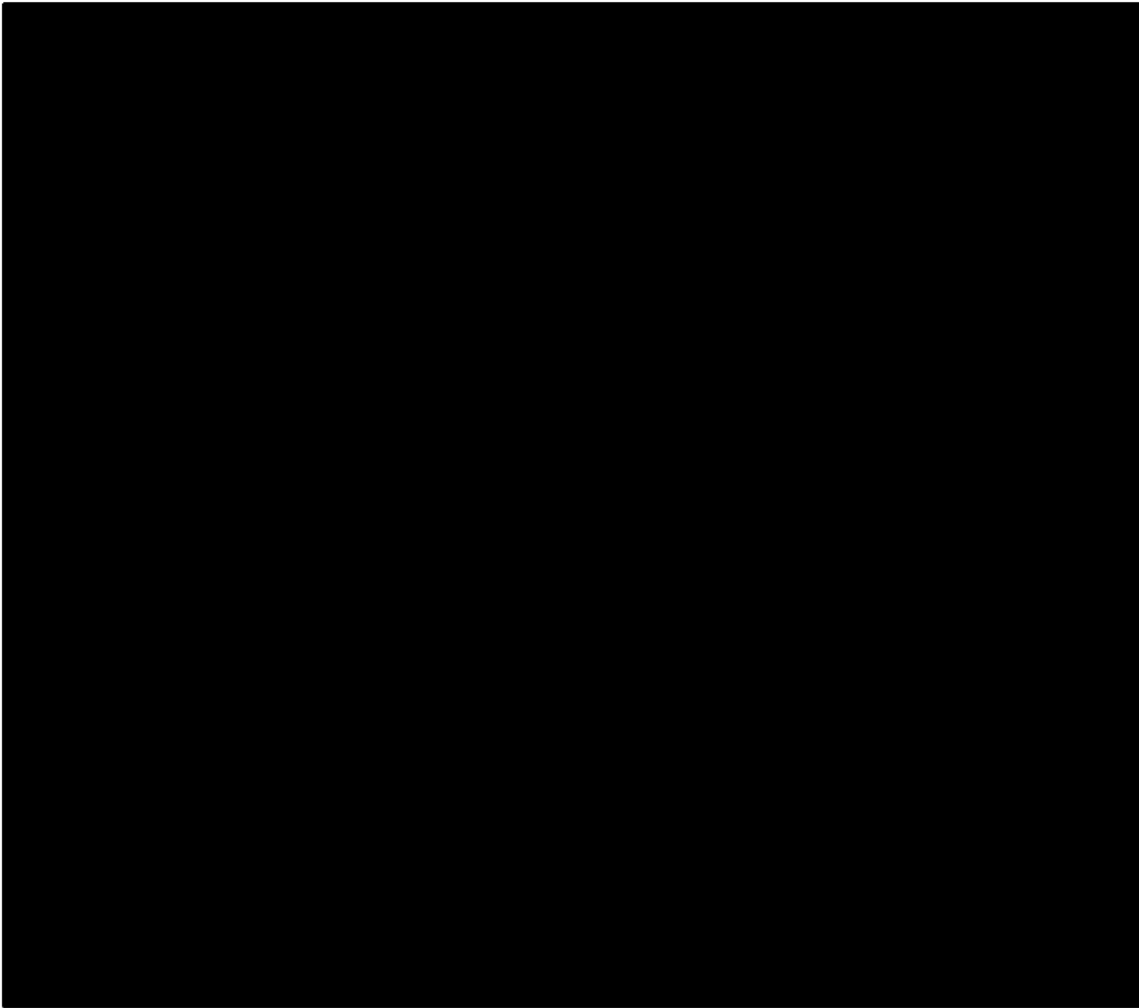
76586DOC000463
Attorneys' Eyes Only



Cash 16.19
Jan. 1, 2010

2030.28

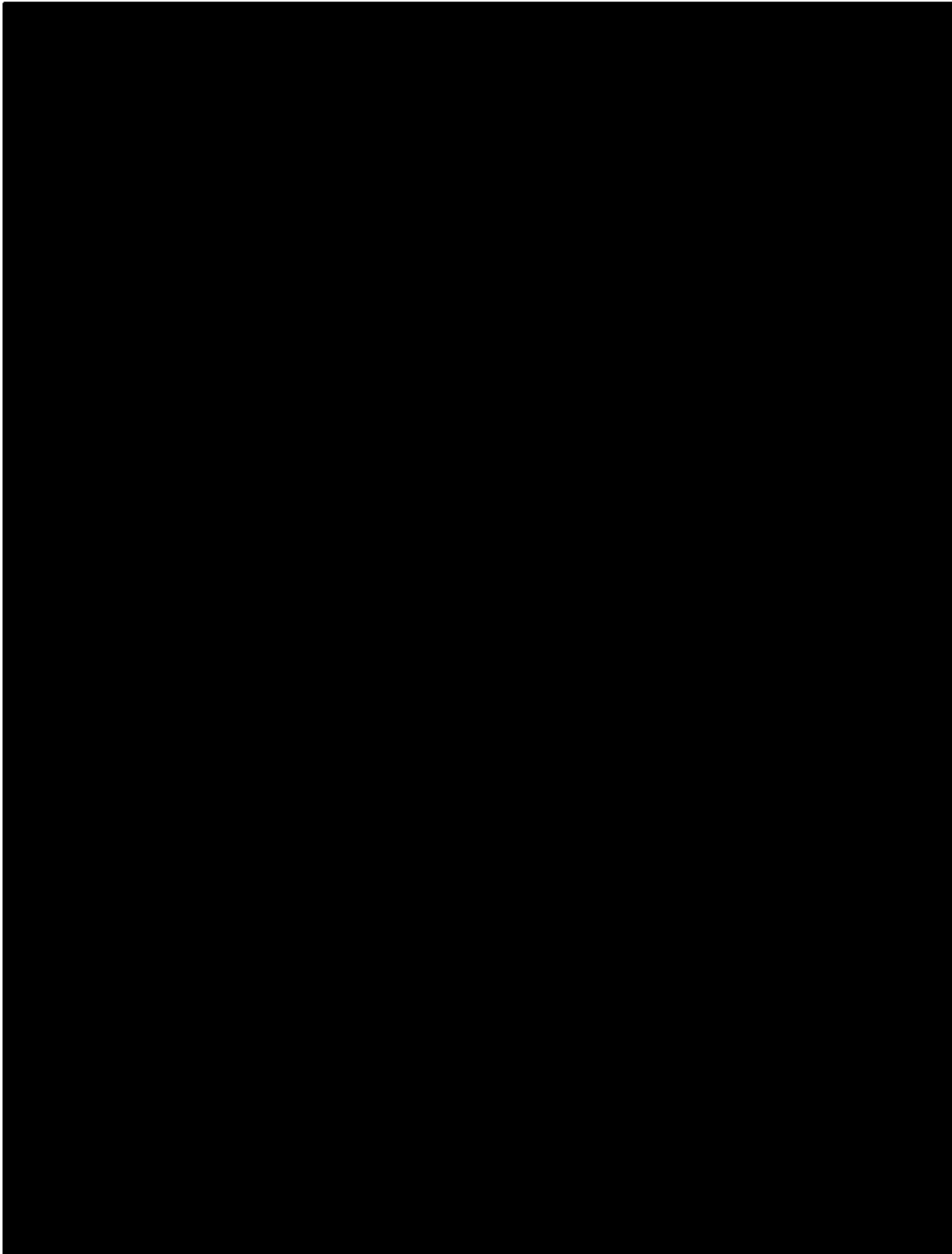
76586DOC000464
Attorneys' Eyes Only



Cash 16.20
Jan. 1, 2010

2030. 29

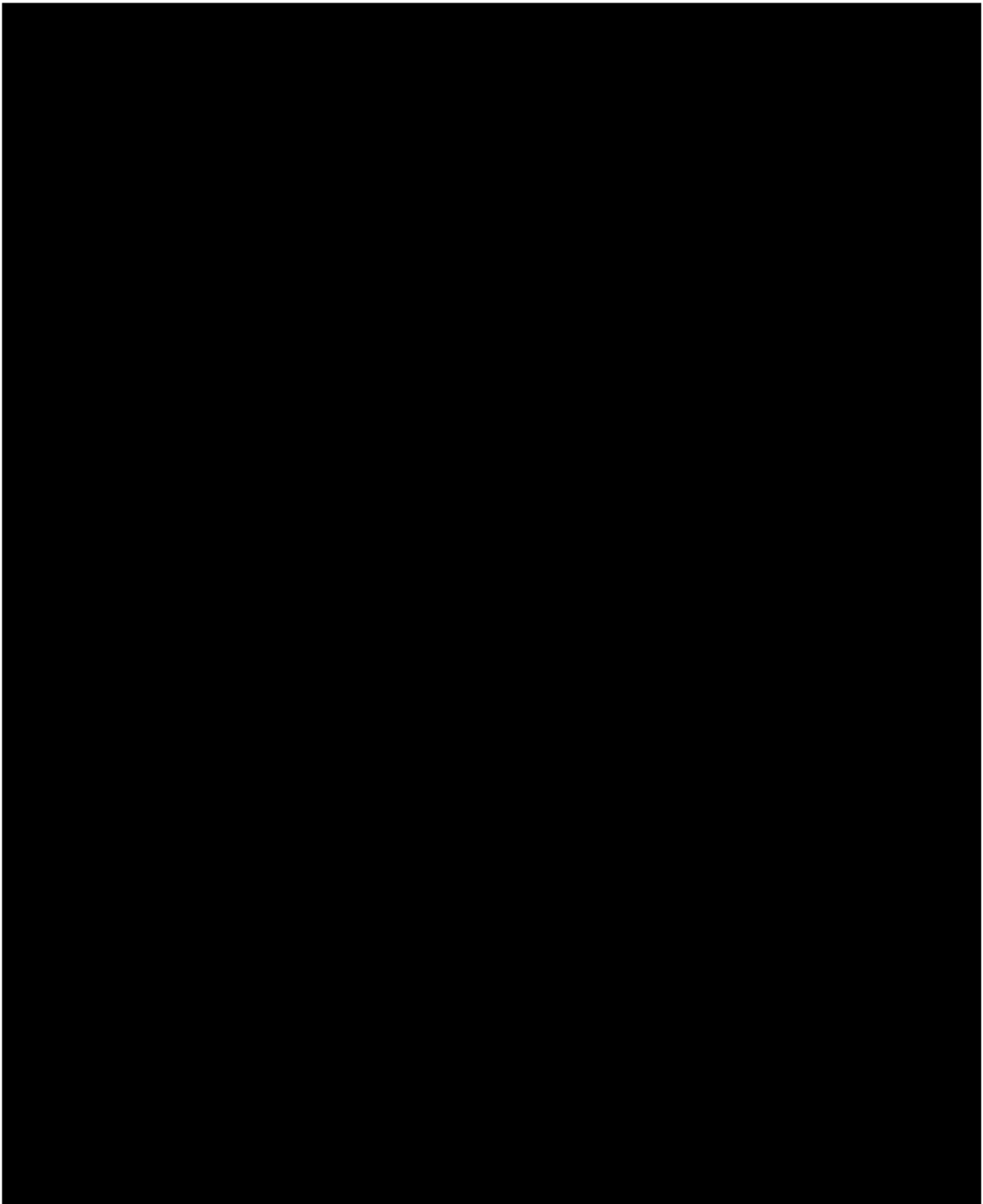
76586DOC000465
Attorneys' Eyes Only



Cash 16.21
Jan. 1, 2010

2030.30

76586DOC000466
Attorneys' Eyes Only

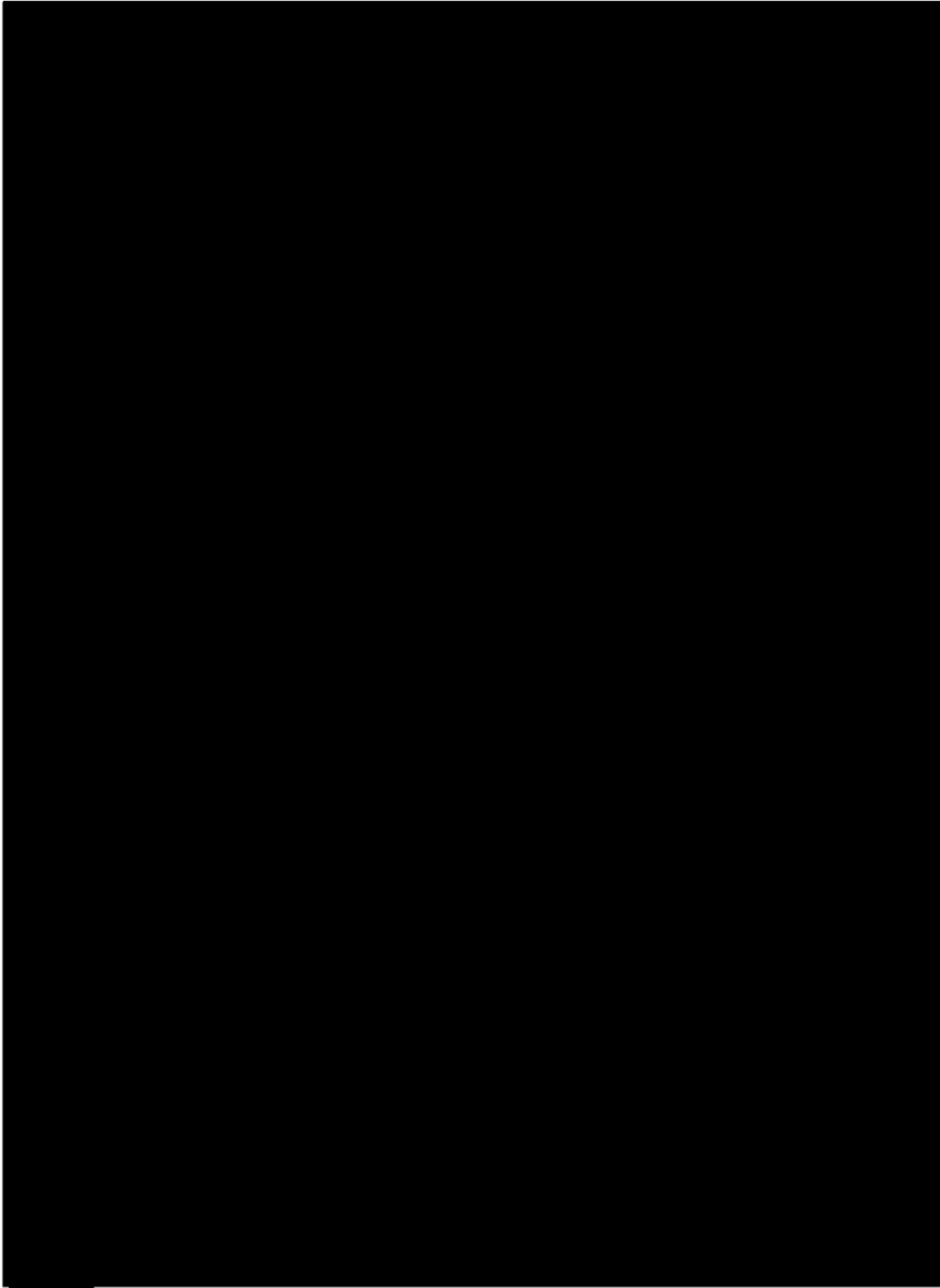


Cash 16.22
Jan. 1, 2010

2030.31

76586DOC000467
Attorneys' Eyes Only

Example of ECBP Calculation



Cash 16.23
Jan. 1, 2010

2030.32

76586DOC000468
Attorneys' Eyes Only

Exhibit B

2030.33



Salary Ranges, Merit Matrices, Promo Guidelines and Budget

Pre-Focal 2008

Linda Lutter

GER CAR FTF

June 26, 2007

2030.34

1

76582DOC000783

CONFIDENTIAL - ATTORNEYS' EYES ONLY

Objective of Today

Provide an overview of the following processes:

- Creating and updating **salary ranges**
- Developing **merit matrices**
- Developing **promotion budget and guidelines**

Specific instructions and/or tools for Focal 08 will be provided later in the year.



2030.35

2

Salary Ranges

A salary range is a set of established pay limits for a given set of jobs within which we compensate our employees.

Ranges should reflect the **market pay** levels and the **internal value** of the applicable jobs.

A **structure** is a set of ranges for an employee category (e.g. technical nonexempt).

"**Salary Admin Plan**" = Geni's term for pay ranges.

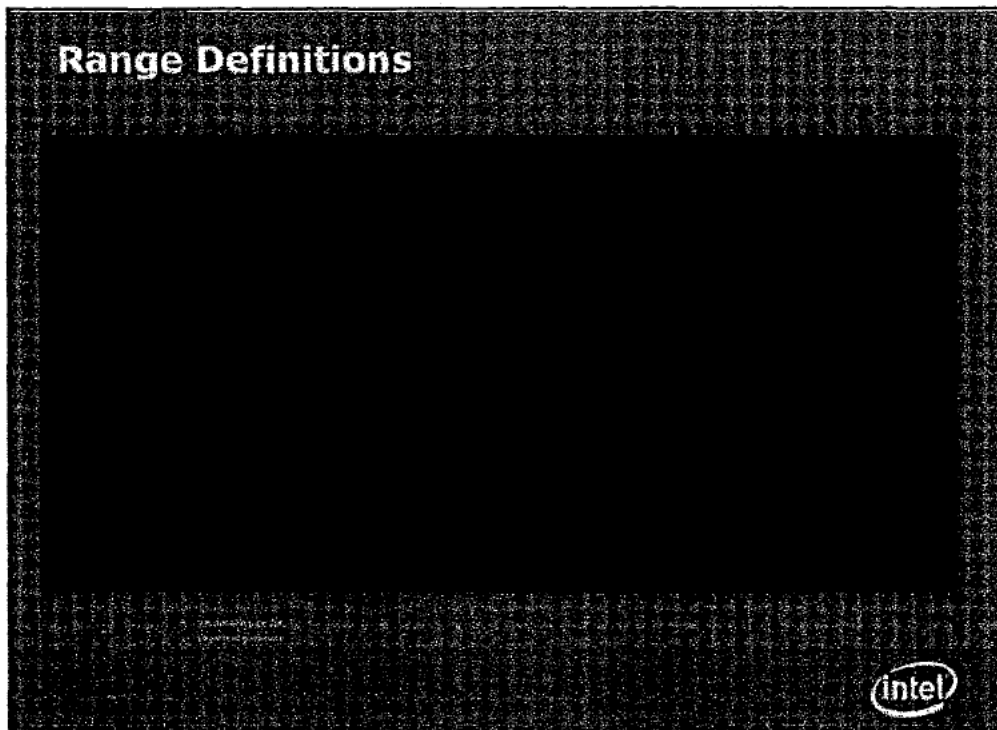
Intel Salary Ranges include **base plus Incentive Target** (EB or Sales Incentive)*.

* The plan is to make Intel ranges base only.

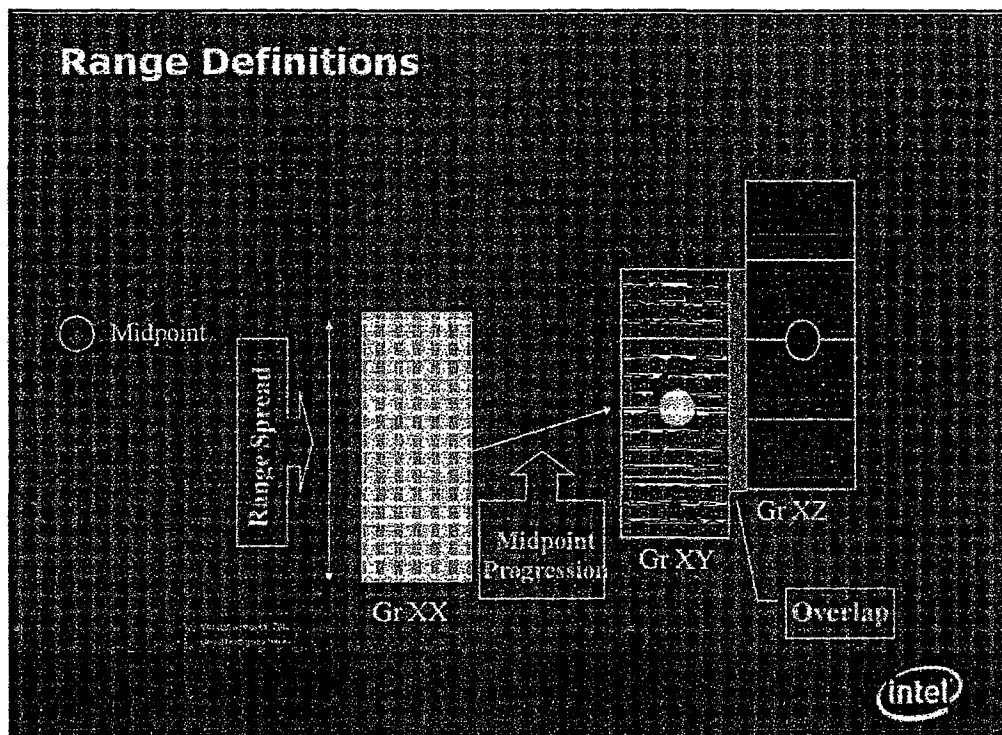


2030.36

3



2030.37



Ref. Manual
Page 14

2030.38

5

76582DOC000783_000005
CONFIDENTIAL - ATTORNEYS' EYES ONLY

Salary Range Objectives

Reflects market competitive pay levels for **all jobs** in the grade
(but not for any job in particular)

Communication tool for managers and employees of market levels

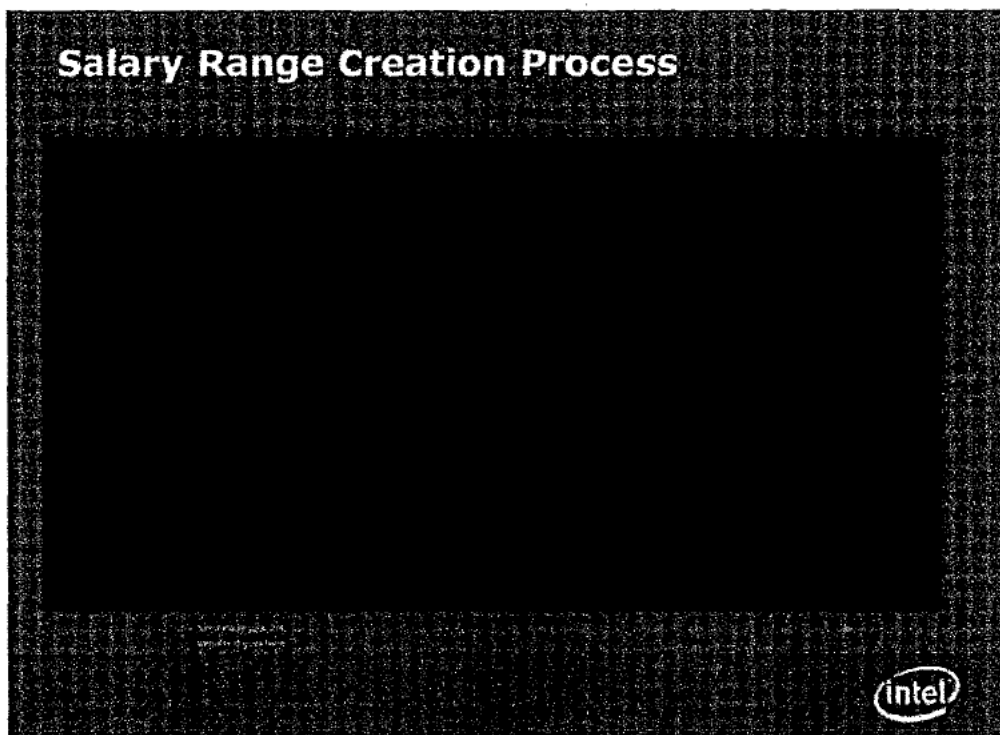
Provide a framework for equitable pay based on job scope and performance

Establish the foundation for merit matrices and offer guidelines

Use as a cost management tool



2030.39



2030.40

7